# THE UNCANNY X-MEN®

## MARVEL MASTERWORKS®

BY CHRIS CLAREMONT & JOHN BYRNE

WITH JOHN ROMITA JR.

MARVEL

THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

COLLECTING *THE X-MEN* #132-140, *ANNUAL* #4, *PHOENIX: THE UNTOLD STORY* & *BIZARRE ADVENTURES* #27

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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## AND Hellfire IS THEIR NAME!

IN NEW MEXICO, ALONG THE CONTINENTAL DIVIDE -- LITERALLY MILES FROM ANYWHERE -- STANDS A VERY SPECIAL HOUSE, OWNED BY A VERY **SPECIAL** YOUNG MAN.

SCOTTY! LONG TIME, NO SEE, OL' BUDDY!

WELCOME TO **ANGEL'S AERIE**, X-MEN. MY HOME AWAY FROM HOME.

HE WAS CHRISTENED **WARREN WORTHINGTON III**, HEIR APPARENT TO ONE OF AMERICA'S LARGER PRIVATE FORTUNES.

IN LATER YEARS, HE BECAME SOMEWHAT BETTER KNOWN AS THE HIGH-FLYING **ANGEL**, ONE OF THE FOUNDING MEMBERS OF THE UNCANNY **X-MEN**.

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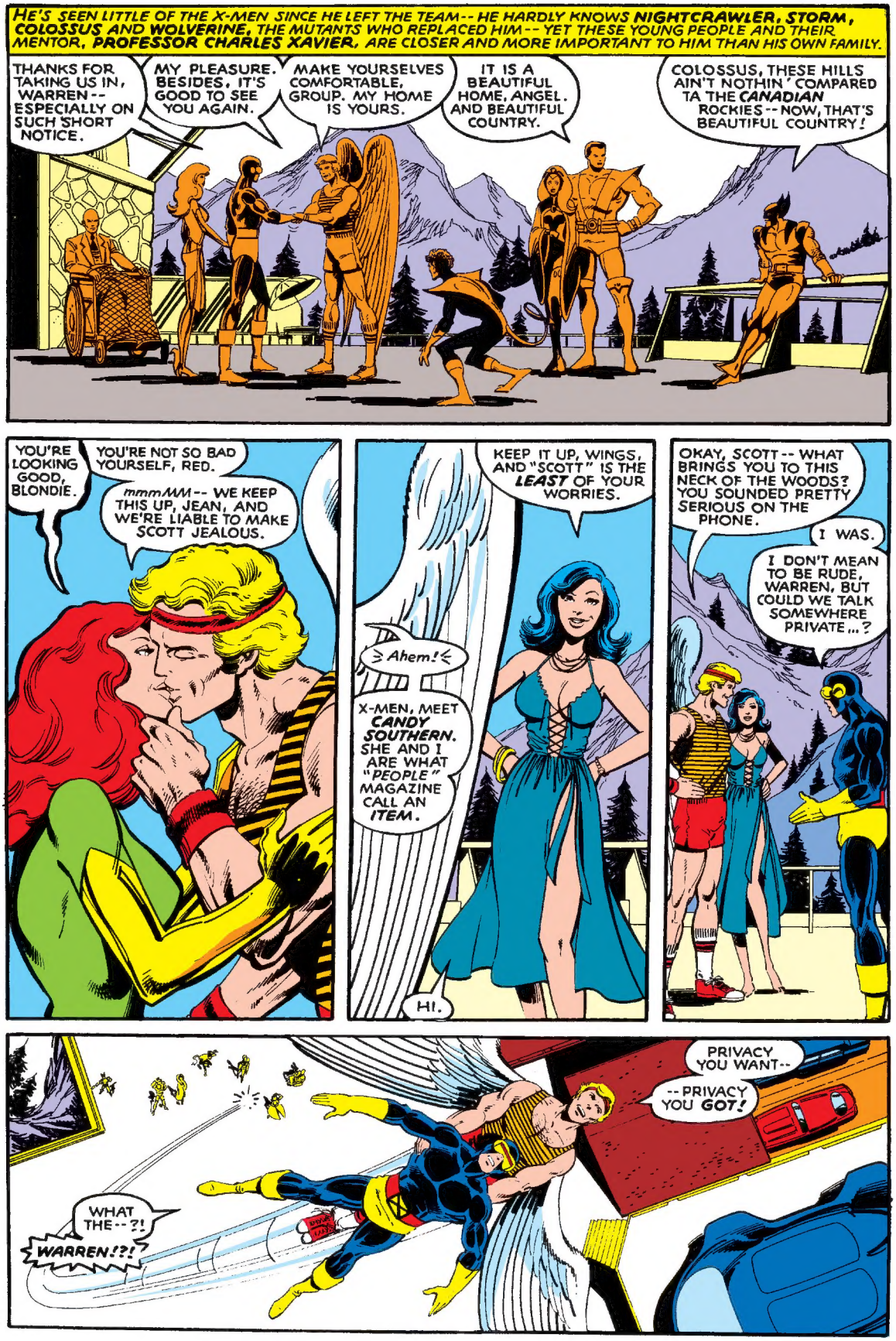
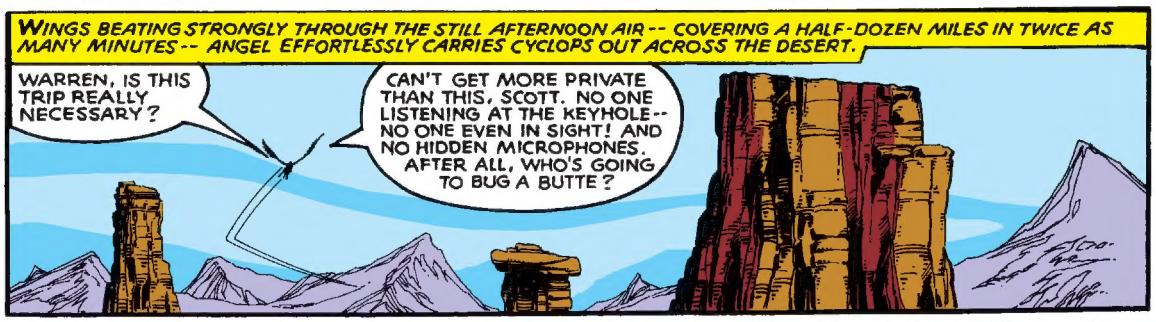
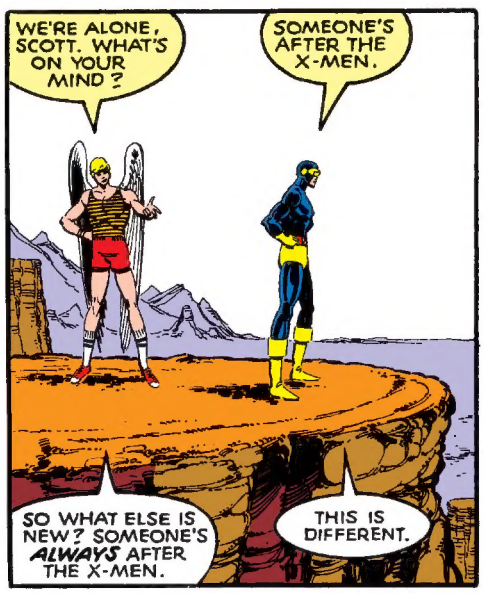
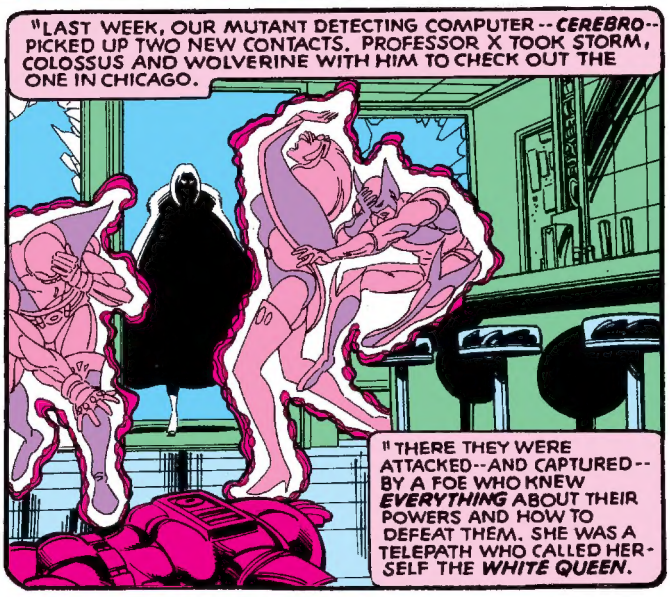

HE'S SEEN LITTLE OF THE X-MEN SINCE HE LEFT THE TEAM-- HE HARDLY KNOWS NIGHTCRAWLER, STORM, COLOSSUS AND WOLVERINE, THE MUTANTS WHO REPLACED HIM-- YET THESE YOUNG PEOPLE AND THEIR MENTOR, PROFESSOR CHARLES XAVIER, ARE CLOSER AND MORE IMPORTANT TO HIM THAN HIS OWN FAMILY.
THANKS FOR TAKING US IN, WARREN-- ESPECIALLY ON SUCH SHORT NOTICE.
MY PLEASURE. BESIDES, IT'S GOOD TO SEE YOU AGAIN.
MAKE YOURSELVES COMFORTABLE, GROUP. MY HOME IS YOURS.
IT IS A BEAUTIFUL HOME, ANGEL. AND BEAUTIFUL COUNTRY.
COLOSSUS, THESE HILLS AIN'T NOTHIN' COMPARED TA THE CANADIAN ROCKIES-- NOW, THAT'S BEAUTIFUL COUNTRY!
YOU'RE LOOKING GOOD, BLONDIE.
YOU'RE NOT SO BAD YOURSELF, RED.
mmmMM-- WE KEEP THIS UP, JEAN, AND WE'RE LIABLE TO MAKE SCOTT JEALOUS.
KEEP IT UP, WINGS, AND "SCOTT" IS THE LEAST OF YOUR WORRIES.
Ahem!
X-MEN, MEET CANDY SOUTHERN. SHE AND I ARE WHAT "PEOPLE" MAGAZINE CALL AN ITEM.
HI.
OKAY, SCOTT-- WHAT BRINGS YOU TO THIS NECK OF THE WOODS? YOU SOUNDED PRETTY SERIOUS ON THE PHONE.
I WAS.
I DON'T MEAN TO BE RUDE, WARREN, BUT COULD WE TALK SOMEWHERE PRIVATE...?
WHAT THE--?!
WARREN!?!
PRIVACY YOU WANT--
--PRIVACY YOU GOT!

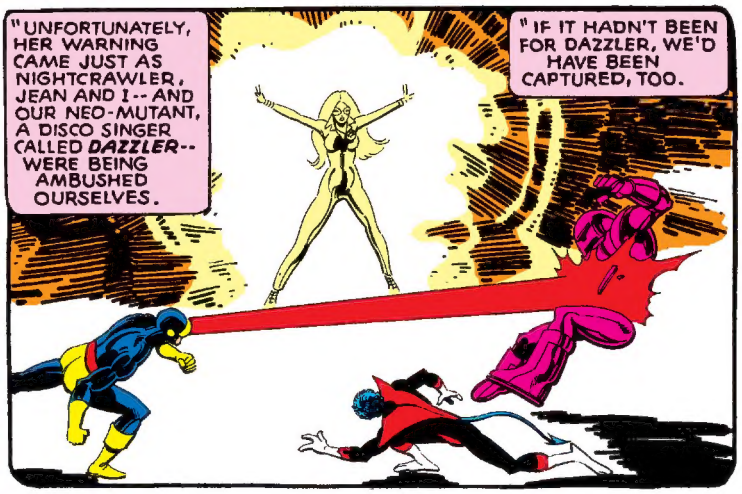
IF ANYONE'S HUNGRY, WE HAVE LUNCH FIXINGS INSIDE THE HOUSE. PROFESSOR?
THANK YOU, MISS SOUTHERN. GO WITH HER, X-MEN. I'LL BE ALONG DIRECTLY.
FIRST, SCOTT DISOBEYED MY INSTRUCTIONS BY BRINGING THE X-MEN HERE INSTEAD OF TO OUR NEW YORK HEADQUARTERS. AND NOW, HE FLIES OFF WITH ANGEL WITHOUT EVEN A WORD OF EXPLANATION.
I DO NOT UNDERSTAND WHY HE IS BEHAVING SO STRANGELY -- AND I DO NOT LIKE IT!

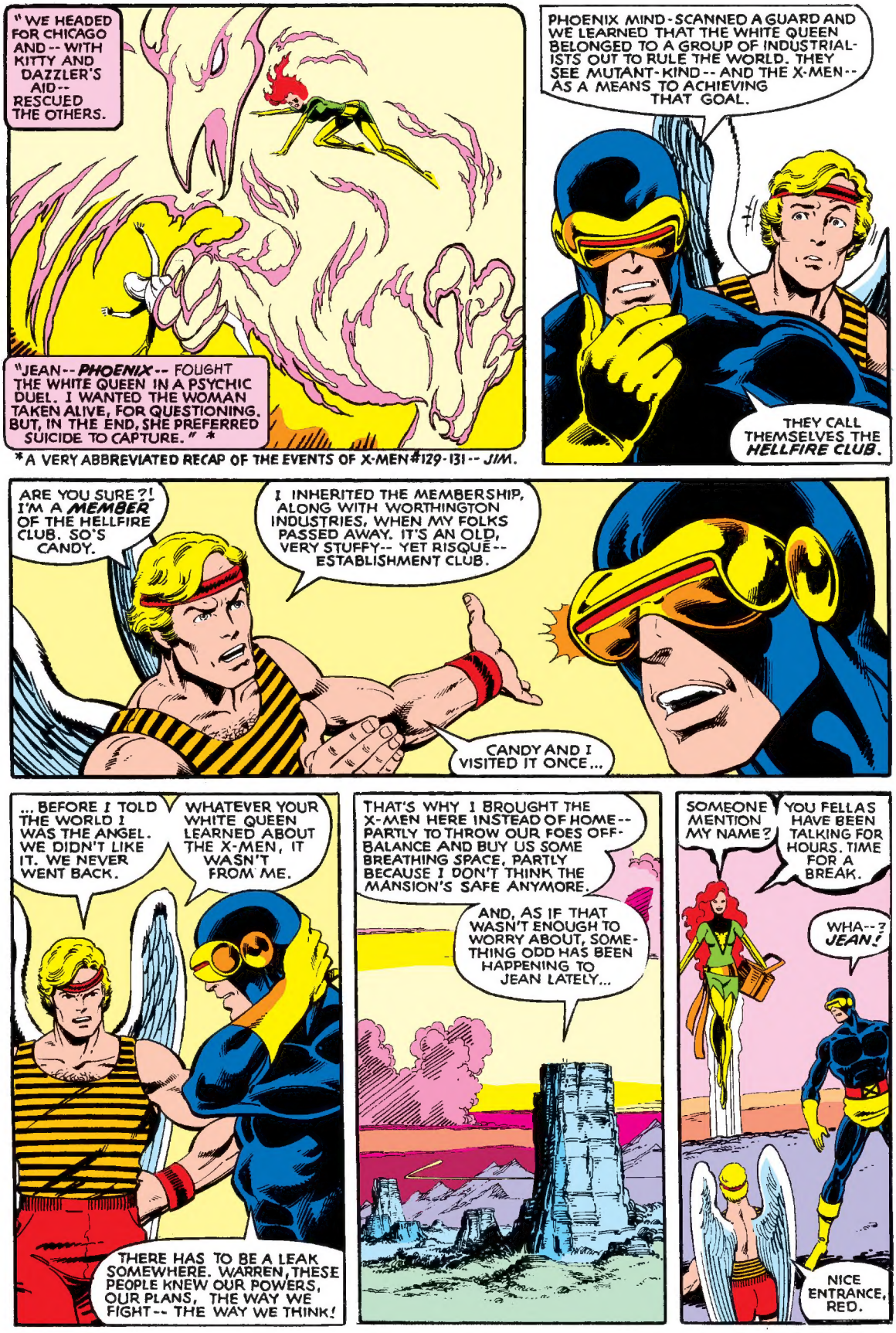

WINGS BEATING STRONGLY THROUGH THE STILL AFTERNOON AIR -- COVERING A HALF-DOZEN MILES IN TWICE AS MANY MINUTES -- ANGEL EFFORTLESSLY CARRIES CYCLOPS OUT ACROSS THE DESERT.
WARREN, IS THIS TRIP REALLY NECESSARY?
CAN'T GET MORE PRIVATE THAN THIS, SCOTT. NO ONE LISTENING AT THE KEYHOLE -- NO ONE EVEN IN SIGHT! AND NO HIDDEN MICROPHONES. AFTER ALL, WHO'S GOING TO BUG A BUTTE?


WE'RE ALONE, SCOTT. WHAT'S ON YOUR MIND?
SOMEONE'S AFTER THE X-MEN.
SO WHAT ELSE IS NEW? SOMEONE'S ALWAYS AFTER THE X-MEN.
THIS IS DIFFERENT.

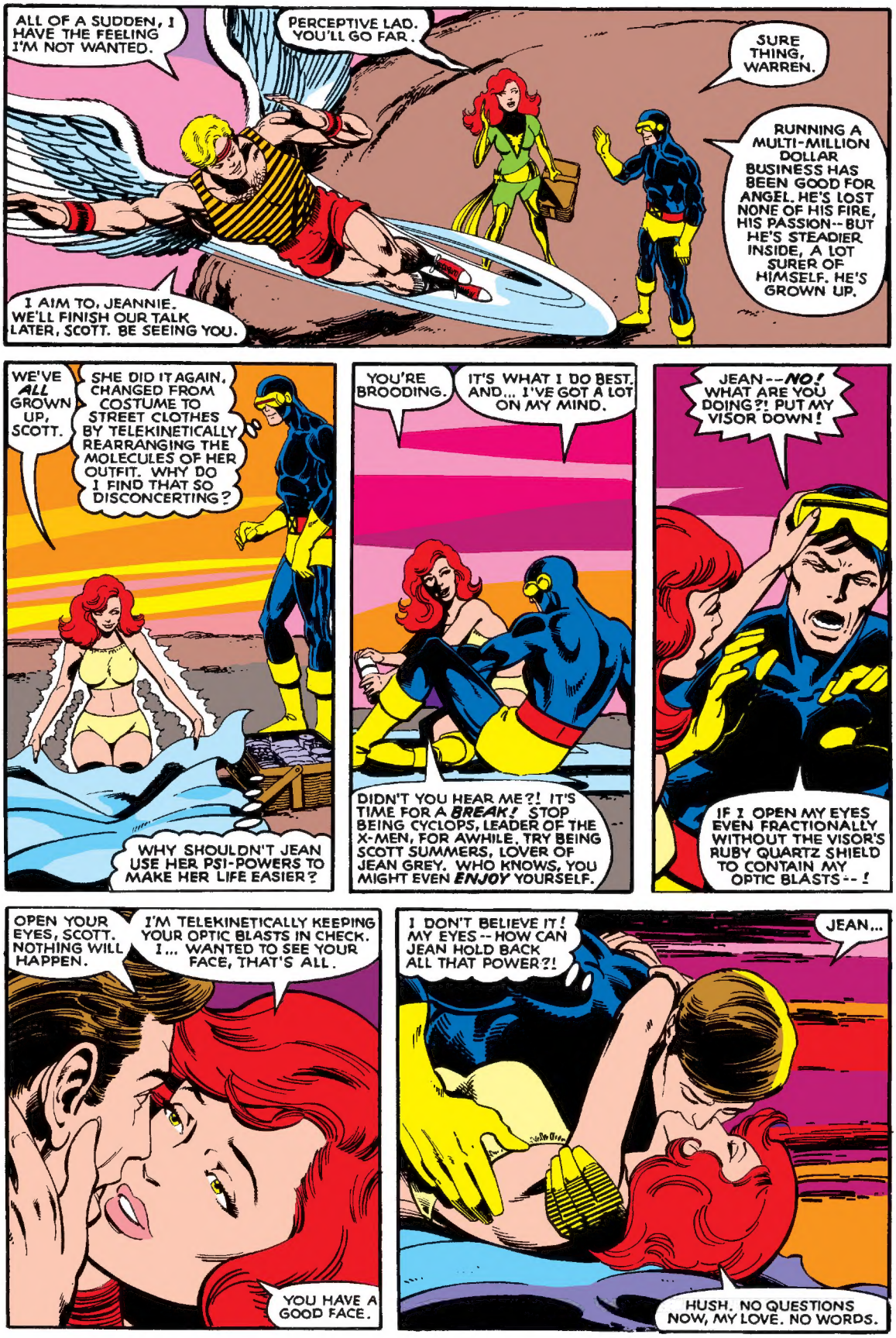

"LAST WEEK, OUR MUTANT DETECTING COMPUTER -- CEREBRO -- PICKED UP TWO NEW CONTACTS. PROFESSOR X TOOK STORM, COLOSSUS AND WOLVERINE WITH HIM TO CHECK OUT THE ONE IN CHICAGO.
"THERE THEY WERE ATTACKED -- AND CAPTURED -- BY A FOE WHO KNEW EVERYTHING ABOUT THEIR POWERS AND HOW TO DEFEAT THEM. SHE WAS A TELEPATH WHO CALLED HERSELF THE WHITE QUEEN.

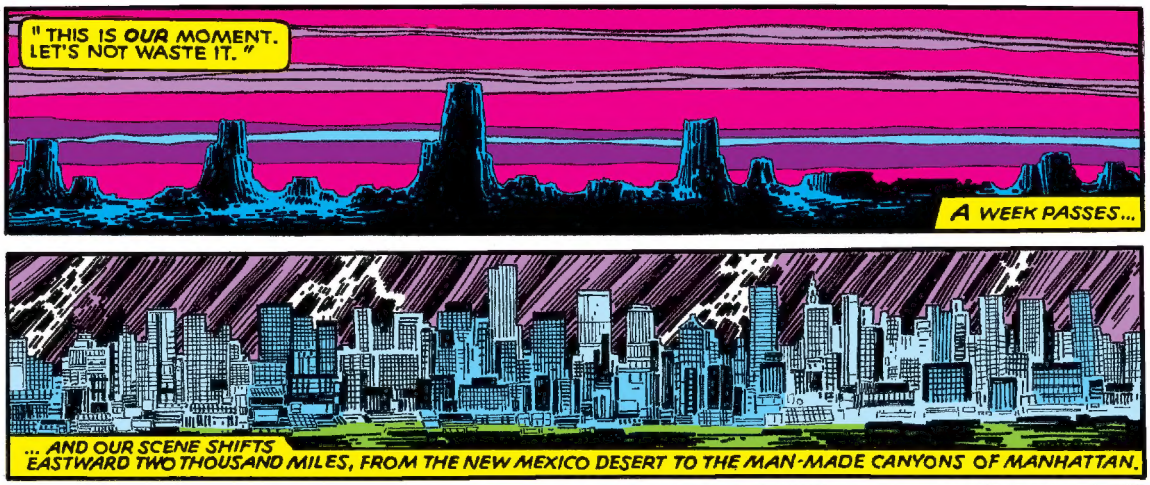
"IN THE CONFUSION, THE CHICAGO NEO-MUTANT -- A TEENAGER NAMED KITTY PRYDE -- MANAGED TO SLIP AWAY LONG ENOUGH TO CALL THE REST OF US IN NEW YORK FOR HELP.


"UNFORTUNATELY, HER WARNING CAME JUST AS NIGHTCRAWLER, JEAN AND I -- AND OUR NEO-MUTANT, A DISCO SINGER CALLED DAZZLER -- WERE BEING AMBUSHED OURSELVES.
"IF IT HADN'T BEEN FOR DAZZLER, WE'D HAVE BEEN CAPTURED, TOO.

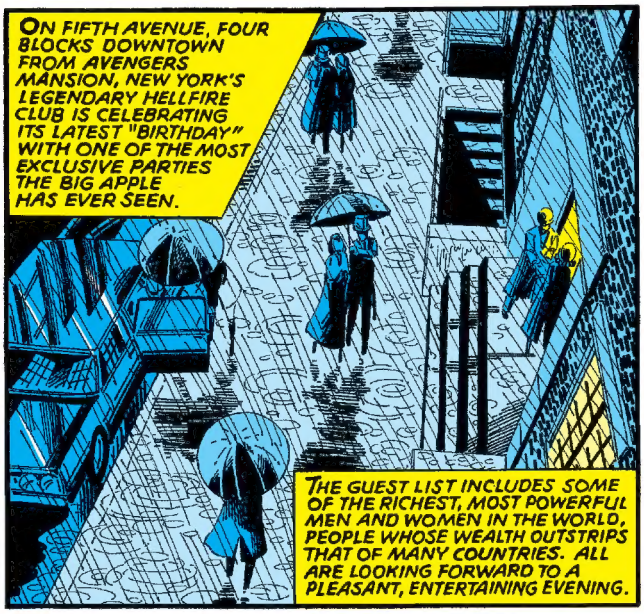

"WE HEADED FOR CHICAGO AND -- WITH KITTY AND DAZZLER'S AID -- RESCUED THE OTHERS.
"JEAN -- PHOENIX -- FOUGHT THE WHITE QUEEN IN A PSYCHIC DUEL. I WANTED THE WOMAN TAKEN ALIVE, FOR QUESTIONING. BUT, IN THE END, SHE PREFERRED SUICIDE TO CAPTURE." *
PHOENIX MIND-SCANNED A GUARD AND WE LEARNED THAT THE WHITE QUEEN BELONGED TO A GROUP OF INDUSTRIALISTS OUT TO RULE THE WORLD. THEY SEE MUTANT-KIND -- AND THE X-MEN -- AS A MEANS TO ACHIEVING THAT GOAL.
THEY CALL THEMSELVES THE HELLFIRE CLUB.
ARE YOU SURE?! I'M A MEMBER OF THE HELLFIRE CLUB. SO'S CANDY.
I INHERITED THE MEMBERSHIP, ALONG WITH WORTHINGTON INDUSTRIES, WHEN MY FOLKS PASSED AWAY. IT'S AN OLD, VERY STUFFY -- YET RISQUE -- ESTABLISHMENT CLUB.
CANDY AND I VISITED IT ONCE...
... BEFORE I TOLD THE WORLD I WAS THE ANGEL. WE DIDN'T LIKE IT. WE NEVER WENT BACK.
WHATEVER YOUR WHITE QUEEN LEARNED ABOUT THE X-MEN, IT WASN'T FROM ME.
THERE HAS TO BE A LEAK SOMEWHERE. WARREN, THESE PEOPLE KNEW OUR POWERS, OUR PLANS, THE WAY WE FIGHT -- THE WAY WE THINK!
THAT'S WHY I BROUGHT THE X-MEN HERE INSTEAD OF HOME -- PARTLY TO THROW OUR FOES OFF-BALANCE AND BUY US SOME BREATHING SPACE, PARTLY BECAUSE I DON'T THINK THE MANSION'S SAFE ANYMORE.
AND, AS IF THAT WASN'T ENOUGH TO WORRY ABOUT, SOMETHING ODD HAS BEEN HAPPENING TO JEAN LATELY...
SOMEONE MENTION MY NAME?
YOU FELLAS HAVE BEEN TALKING FOR HOURS. TIME FOR A BREAK.
WHA--? JEAN!
NICE ENTRANCE, RED.

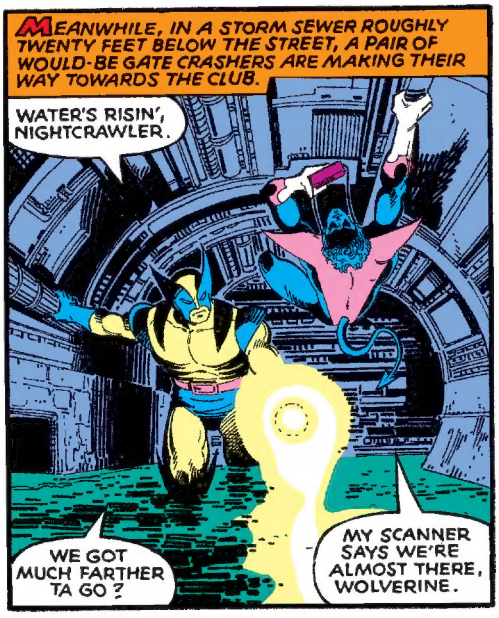
*A VERY ABBREVIATED RECAP OF THE EVENTS OF X-MEN #129-131 -- JIM.


ALL OF A SUDDEN, I HAVE THE FEELING I'M NOT WANTED.
PERCEPTIVE LAD. YOU'LL GO FAR.
SURE THING, WARREN.
RUNNING A MULTI-MILLION DOLLAR BUSINESS HAS BEEN GOOD FOR ANGEL. HE'S LOST NONE OF HIS FIRE, HIS PASSION--BUT HE'S STEADIER INSIDE, A LOT SURER OF HIMSELF. HE'S GROWN UP.
I AIM TO, JEANNIE. WE'LL FINISH OUR TALK LATER, SCOTT. BE SEEING YOU.
WE'VE ALL GROWN UP, SCOTT.
SHE DID IT AGAIN, CHANGED FROM COSTUME TO STREET CLOTHES BY TELEKINETICALLY REARRANGING THE MOLECULES OF HER OUTFIT. WHY DO I FIND THAT SO DISCONCERTING?
WHY SHOULDN'T JEAN USE HER PSI-POWERS TO MAKE HER LIFE EASIER?
YOU'RE BROODING.
IT'S WHAT I DO BEST. AND... I'VE GOT A LOT ON MY MIND.
DIDN'T YOU HEAR ME?! IT'S TIME FOR A BREAK! STOP BEING CYCLOPS, LEADER OF THE X-MEN, FOR AWHILE. TRY BEING SCOTT SUMMERS, LOVER OF JEAN GREY. WHO KNOWS, YOU MIGHT EVEN ENJOY YOURSELF.
JEAN--NO! WHAT ARE YOU DOING?! PUT MY VISOR DOWN!
IF I OPEN MY EYES EVEN FRACTIONALLY WITHOUT THE VISOR'S RUBY QUARTZ SHIELD TO CONTAIN MY OPTIC BLASTS--!
OPEN YOUR EYES, SCOTT. NOTHING WILL HAPPEN.
I'M TELEKINETICALLY KEEPING YOUR OPTIC BLASTS IN CHECK. I... WANTED TO SEE YOUR FACE, THAT'S ALL.
YOU HAVE A GOOD FACE.
I DON'T BELIEVE IT! MY EYES--HOW CAN JEAN HOLD BACK ALL THAT POWER?!
JEAN...
HUSH. NO QUESTIONS NOW, MY LOVE. NO WORDS.


" THIS IS OUR MOMENT. LET'S NOT WASTE IT. "
A WEEK PASSES...

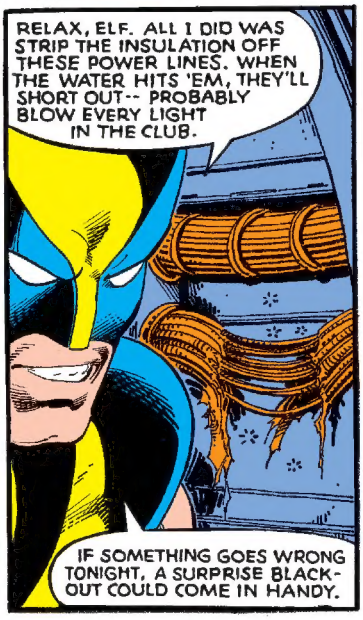

... AND OUR SCENE SHIFTS EASTWARD TWO THOUSAND MILES, FROM THE NEW MEXICO DESERT TO THE MAN-MADE CANYONS OF MANHATTAN.

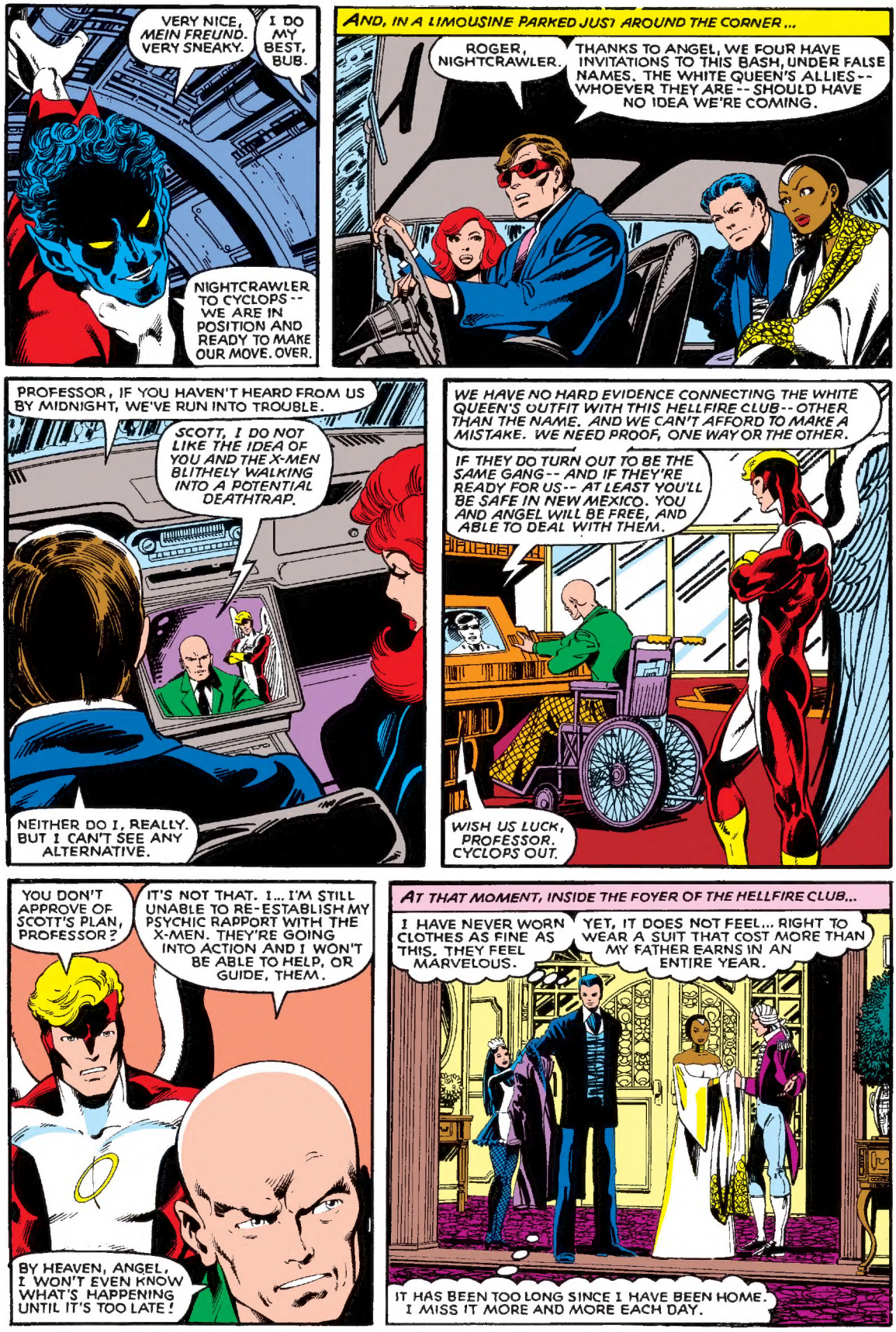

ON FIFTH AVENUE, FOUR BLOCKS DOWNTOWN FROM AVENGERS MANSION, NEW YORK'S LEGENDARY HELLFIRE CLUB IS CELEBRATING ITS LATEST "BIRTHDAY" WITH ONE OF THE MOST EXCLUSIVE PARTIES THE BIG APPLE HAS EVER SEEN.
THE GUEST LIST INCLUDES SOME OF THE RICHEST, MOST POWERFUL MEN AND WOMEN IN THE WORLD, PEOPLE WHOSE WEALTH OUTSTRIPS THAT OF MANY COUNTRIES. ALL ARE LOOKING FORWARD TO A PLEASANT, ENTERTAINING EVENING.

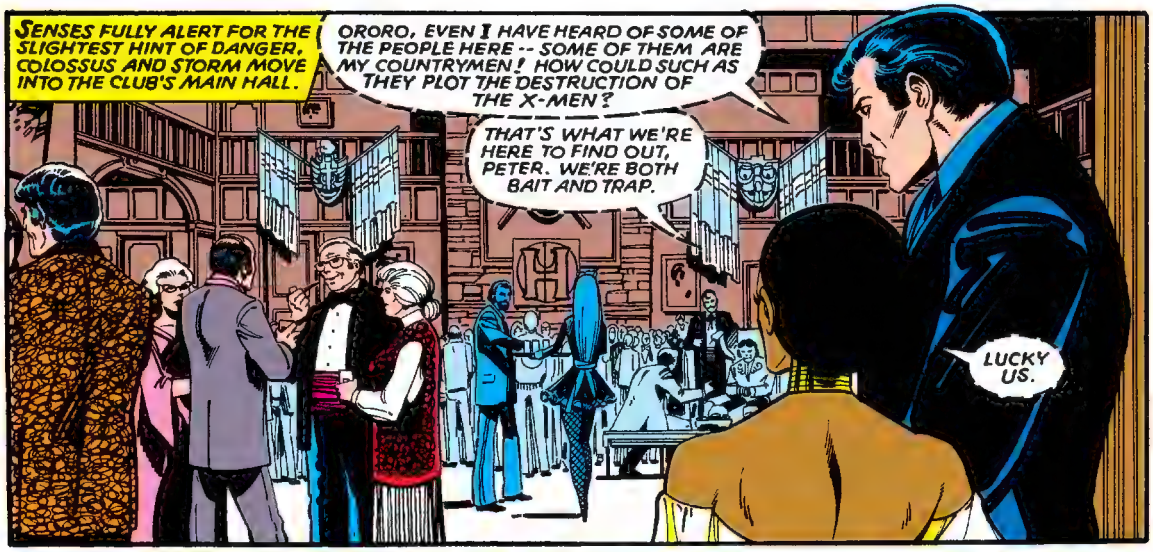

MEANWHILE, IN A STORM SEWER ROUGHLY TWENTY FEET BELOW THE STREET, A PAIR OF WOULD-BE GATE CRASHERS ARE MAKING THEIR WAY TOWARDS THE CLUB.
WATER'S RISIN', NIGHTCRAWLER.
WE GOT MUCH FARTHER TA GO ?
MY SCANNER SAYS WE'RE ALMOST THERE, WOLVERINE.

THESE POWER AND COMMUNICATIONS CABLES ALL SERVICE THE HELLFIRE CLUB. THAT PLACE USES AS MUCH ELECTRICITY AS A SKYSCRAPER -- I WONDER WHY ?
BEATS ME, ELF. BUT THESE CABLES GIVE ME AN IDEA.

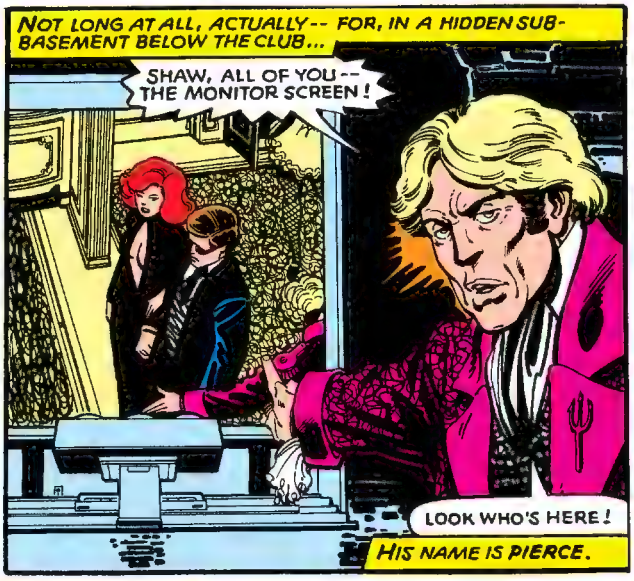
EXTENDED BY MENTAL COMMAND FROM THE BACKS OF WOLVERINE'S HANDS, ADAMANTIUM CLAWS FLASH IN THE LIGHT OF HIS LANTERN.
WOLVERINE -- WHAT ?!!

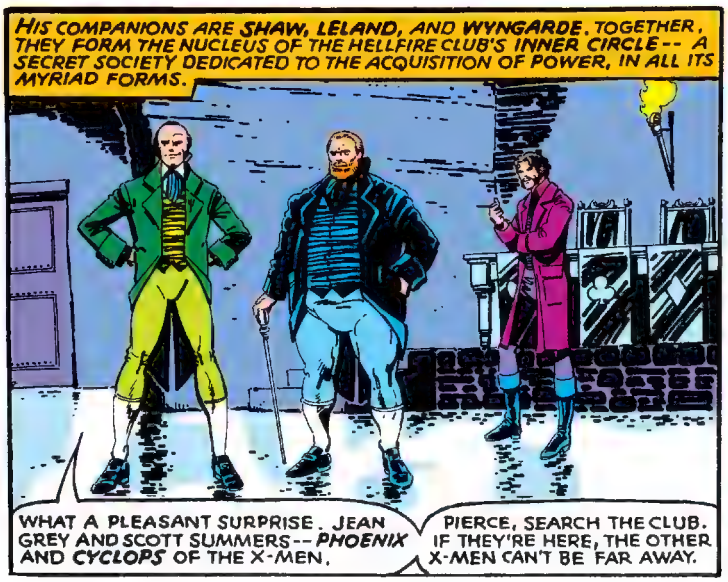

RELAX, ELF. ALL I DID WAS STRIP THE INSULATION OFF THESE POWER LINES. WHEN THE WATER HITS 'EM, THEY'LL SHORT OUT -- PROBABLY BLOW EVERY LIGHT IN THE CLUB.
IF SOMETHING GOES WRONG TONIGHT, A SURPRISE BLACK-OUT COULD COME IN HANDY.


VERY NICE, MEIN FREUND. VERY SNEAKY.
I DO MY BEST, BUB.
NIGHTCRAWLER TO CYCLOPS -- WE ARE IN POSITION AND READY TO MAKE OUR MOVE. OVER.
AND, IN A LIMOUSINE PARKED JUST AROUND THE CORNER...
ROGER, NIGHTCRAWLER.
THANKS TO ANGEL, WE FOUR HAVE INVITATIONS TO THIS BASH, UNDER FALSE NAMES. THE WHITE QUEEN'S ALLIES -- WHOEVER THEY ARE -- SHOULD HAVE NO IDEA WE'RE COMING.
PROFESSOR, IF YOU HAVEN'T HEARD FROM US BY MIDNIGHT, WE'VE RUN INTO TROUBLE.
SCOTT, I DO NOT LIKE THE IDEA OF YOU AND THE X-MEN BLITHELY WALKING INTO A POTENTIAL DEATHTRAP.
NEITHER DO I, REALLY. BUT I CAN'T SEE ANY ALTERNATIVE.
WE HAVE NO HARD EVIDENCE CONNECTING THE WHITE QUEEN'S OUTFIT WITH THIS HELLFIRE CLUB -- OTHER THAN THE NAME. AND WE CAN'T AFFORD TO MAKE A MISTAKE. WE NEED PROOF, ONE WAY OR THE OTHER.
IF THEY DO TURN OUT TO BE THE SAME GANG -- AND IF THEY'RE READY FOR US -- AT LEAST YOU'LL BE SAFE IN NEW MEXICO. YOU AND ANGEL WILL BE FREE, AND ABLE TO DEAL WITH THEM.
WISH US LUCK, PROFESSOR. CYCLOPS OUT.
YOU DON'T APPROVE OF SCOTT'S PLAN, PROFESSOR?
IT'S NOT THAT. I... I'M STILL UNABLE TO RE-ESTABLISH MY PSYCHIC RAPPORT WITH THE X-MEN. THEY'RE GOING INTO ACTION AND I WON'T BE ABLE TO HELP, OR GUIDE, THEM.
BY HEAVEN, ANGEL, I WON'T EVEN KNOW WHAT'S HAPPENING UNTIL IT'S TOO LATE!
AT THAT MOMENT, INSIDE THE FOYER OF THE HELLFIRE CLUB...
I HAVE NEVER WORN CLOTHES AS FINE AS THIS. THEY FEEL MARVELOUS.
YET, IT DOES NOT FEEL... RIGHT TO WEAR A SUIT THAT COST MORE THAN MY FATHER EARNS IN AN ENTIRE YEAR.
IT HAS BEEN TOO LONG SINCE I HAVE BEEN HOME. I MISS IT MORE AND MORE EACH DAY.


SENSES FULLY ALERT FOR THE SLIGHTEST HINT OF DANGER, COLOSSUS AND STORM MOVE INTO THE CLUB'S MAIN HALL.
ORORO, EVEN I HAVE HEARD OF SOME OF THE PEOPLE HERE -- SOME OF THEM ARE MY COUNTRYMEN! HOW COULD SUCH AS THEY PLOT THE DESTRUCTION OF THE X-MEN?
THAT'S WHAT WE'RE HERE TO FIND OUT, PETER. WE'RE BOTH BAIT AND TRAP.
LUCKY US.

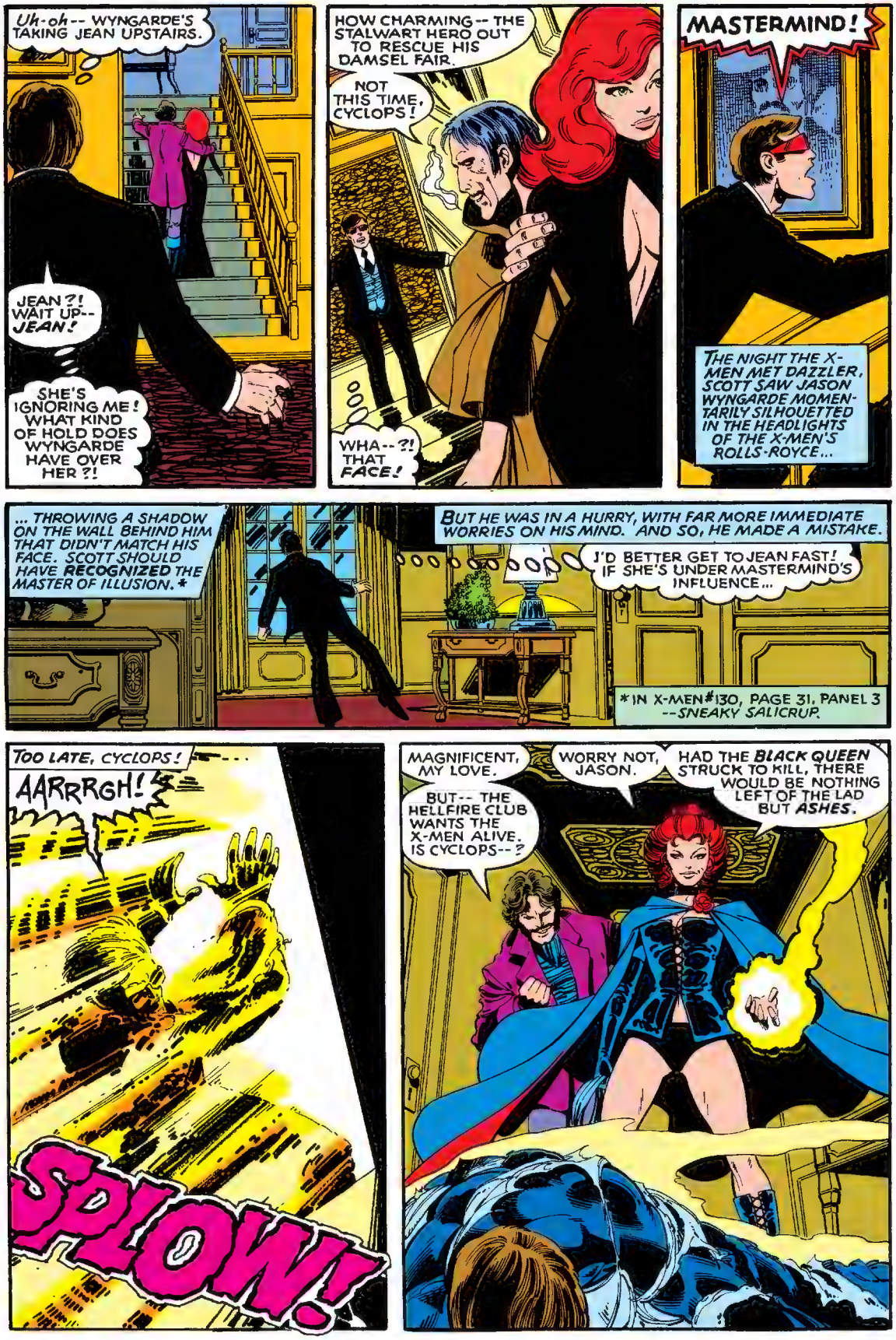
OUTSIDE, THE FINAL TWO X-MEN MAKE THEIR ENTRANCE, JEAN USING HER TELEPATHIC POWER TO KEEP SCOTT IN CONSTANT TOUCH WITH HIS TEAM-MATES.
ORORO AND PETER ARE INSIDE, SCOTT. THEY SAY ALL IS WELL.
I WONDER HOW LONG THAT WILL LAST?


NOT LONG AT ALL, ACTUALLY -- FOR, IN A HIDDEN SUB-BASEMENT BELOW THE CLUB...
SHAW, ALL OF YOU -- THE MONITOR SCREEN!
LOOK WHO'S HERE!
HIS NAME IS PIERCE.

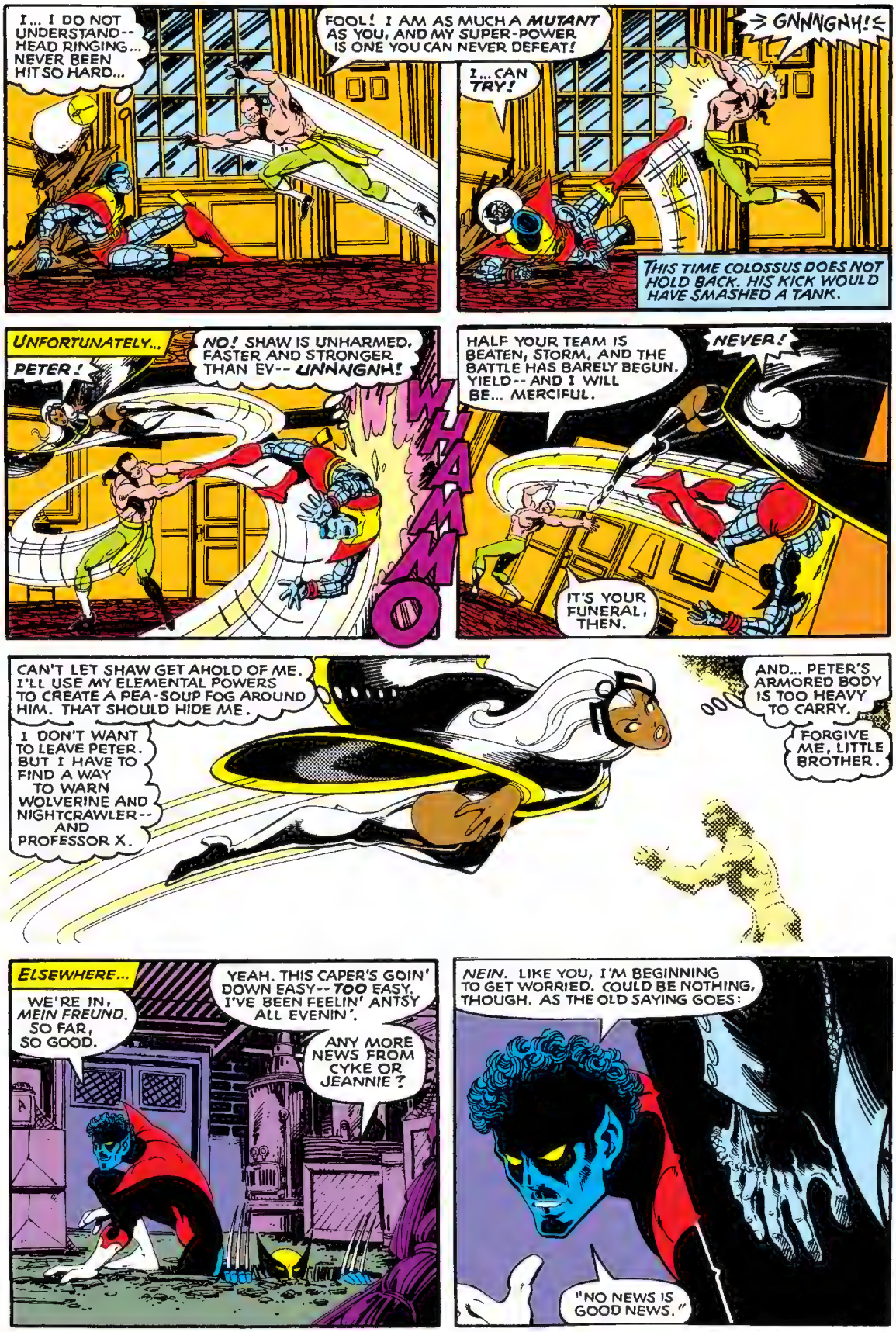

HIS COMPANIONS ARE SHAW, LELAND, AND WYNGARDE. TOGETHER, THEY FORM THE NUCLEUS OF THE HELLFIRE CLUB'S INNER CIRCLE -- A SECRET SOCIETY DEDICATED TO THE ACQUISITION OF POWER, IN ALL ITS MYRIAD FORMS.
WHAT A PLEASANT SURPRISE. JEAN GREY AND SCOTT SUMMERS -- PHOENIX AND CYCLOPS OF THE X-MEN.
PIERCE, SEARCH THE CLUB. IF THEY'RE HERE, THE OTHER X-MEN CAN'T BE FAR AWAY.

WYNGARDE! FOR WEEKS NOW, YOU'VE BEEN BOASTING THAT MISS GREY IS YOURS -- "BODY AND SOUL." TONIGHT IS YOUR CHANCE TO PROVE IT.
SHE CAN LEAD OUR ATTACK ON THE X-MEN.
FOR YOUR SAKE, I HOPE SHE SUCCEEDS.

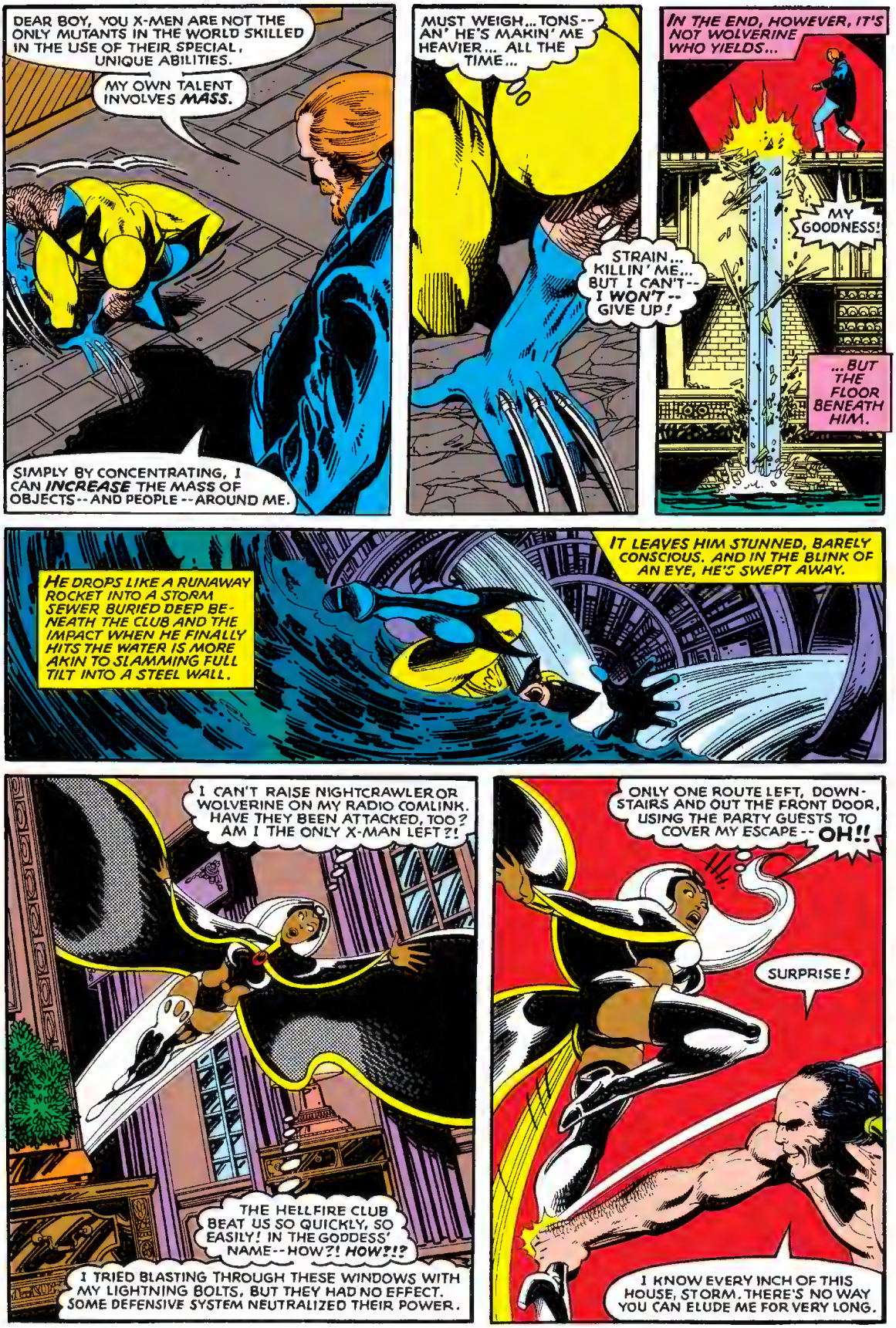
MEANWHILE, IN THE MAIN FLOOR BALLROOM...
I'VE MIND-SCANNED EVERYONE IN THIS ROOM. THEY'RE ALL PERFECTLY NORMAL.
IT'S EARLY YET, BY THE WAY, I LIKE YOUR DRESS.
I THOUGHT YOU WOULD-- EH?
PARDON ME, SIRRAH. MAY I CUT IN?
BEFORE EITHER X-MAN CAN PROTEST...
... JASON WYNGARDE GATHERS JEAN IN HIS ARMS AND SWEEPS HER AWAY. AND AS HE DOES, HE REACHES INTO JEAN'S MIND...
... AND ONCE MORE TURNS THE CLOCK BACK TWO HUNDRED YEARS.
SO FAR AS JEAN IS NOW CONCERNED, SHE IS LADY JEAN GREY, AND SHE IS DANCING WITH A MAN SHE LOVES MORE THAN LIFE ITSELF.
HER HUSBAND.
WHAT THE--?!?
THAT'S JASON WYNGARDE!
THIS IS A LOT LIKE WHAT HAPPENED THE NIGHT JEAN AND I FIRST MET DAZZLER.* HE MOVED IN, SAID HELLO, AND THE NEXT INSTANT, HE AND JEAN WERE KISSING LIKE LONG LOST LOVERS.
AND NOW-- ONE LOOK AT HIM AND IT'S AS IF I DON'T EXIST ANYMORE.
*X-MEN #129 -- JIM.
I DON'T LIKE WYNGARDE-- AND THERE'S MORE TO MY FEELING THAN JEALOUSY.
IN NEW MEXICO, JEAN TOLD ME ABOUT HER "TIMESLIPS"-- RANDOM EPISODES WHERE SHE FOUND HERSELF PHYSICALLY SHIFTING IN TIME, RELIVING THE LIFE OF AN ANCESTOR. A WOMAN MARRIED TO JASON WYNGARDE AND HAILED AS THE BLACK QUEEN OF THAT ERA'S HELLFIRE CLUB.
I CAN'T BELIEVE THAT THESE TIMESLIPS AND JEAN'S TOTAL FASCINATION WITH THIS WYNGARDE CREEP ARE A COINCIDENCE.

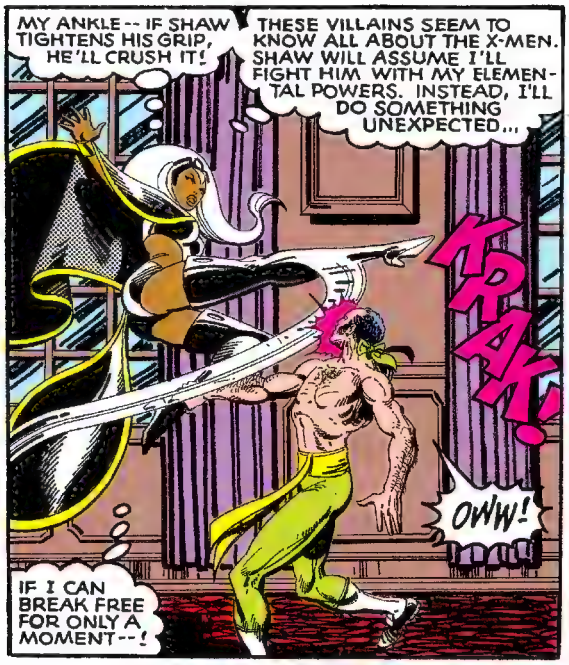

Uh-oh-- WYNGARDE'S TAKING JEAN UPSTAIRS.
JEAN?! WAIT UP-- JEAN!
SHE'S IGNORING ME! WHAT KIND OF HOLD DOES WYNGARDE HAVE OVER HER?!
HOW CHARMING-- THE STALWART HERO OUT TO RESCUE HIS DAMSEL FAIR.
NOT THIS TIME, CYCLOPS!
WHA--?! THAT FACE!
MASTERMIND!
THE NIGHT THE X-MEN MET DAZZLER, SCOTT SAW JASON WYNGARDE MOMENTARILY SILHOUETTED IN THE HEADLIGHTS OF THE X-MEN'S ROLLS-ROYCE...
... THROWING A SHADOW ON THE WALL BEHIND HIM THAT DIDN'T MATCH HIS FACE. SCOTT SHOULD HAVE RECOGNIZED THE MASTER OF ILLUSION.*
BUT HE WAS IN A HURRY, WITH FAR MORE IMMEDIATE WORRIES ON HIS MIND. AND SO, HE MADE A MISTAKE.
I'D BETTER GET TO JEAN FAST! IF SHE'S UNDER MASTERMIND'S INFLUENCE...
*IN X-MEN #130, PAGE 31, PANEL 3 --SNEAKY SALICRUP.
TOO LATE, CYCLOPS!
AARRRGH!
SPLOW!
MAGNIFICENT, MY LOVE.
WORRY NOT, JASON.
HAD THE BLACK QUEEN STRUCK TO KILL, THERE WOULD BE NOTHING LEFT OF THE LAD BUT ASHES.
BUT-- THE HELLFIRE CLUB WANTS THE X-MEN ALIVE. IS CYCLOPS--?

ORORO, DID YOU HEAR? THAT SOUND -- AND WAS THAT A MAN'S SCREAM AS WELL?
IT IS SO HARD TO BE SURE OVER THE NOISE OF THIS PARTY.
I AM SURE, PETER -- MY HEARING IS ALMOST AS SHARP AS WOLVERINE'S. IT WAS A MAN'S SCREAM -- CYCLOPS' SCREAM.
AND THAT SOUND WAS ONE OF PHOENIX' ENERGY BLASTS!
UPSTAIRS, COLOSSUS -- QUICKLY! OUR FRIENDS MUST BE IN DANGER!
YYIIII--!
GOOD HEAVENS!
OUR TRAP HAS SPRUNG. GODDESS GRANT THAT OUR POWERS ARE SUFFICIENT...
...TO DEAL WITH WHATEVER WE'VE SNARED.
GREETINGS, X-MEN. I AM SEBASTIAN SHAW. I ADVISE YOU TO SURRENDER...
...OR YOU WILL BE HURT.
BY WHOM, LITTLE MAN -- BY YOU? DO NOT MAKE ME LAUGH.
I MUST TAKE CARE TO HIT HIM LIGHTLY. I ONLY WISH TO KNOCK HIM UNCONSCIOUS, BUT WITH MY STRENGTH AND ARMORED FORM, I COULD EASILY KILL.
BRAK!
LENIN'S GHOST -- MY BLOW HAD NO EFFECT!
KRAKOW!
WRONG, MY TIN-PLATED COMRADE.
IF ANYTHING, YOUR PUNCH HAS MADE ME STRONGER THAN EVER!

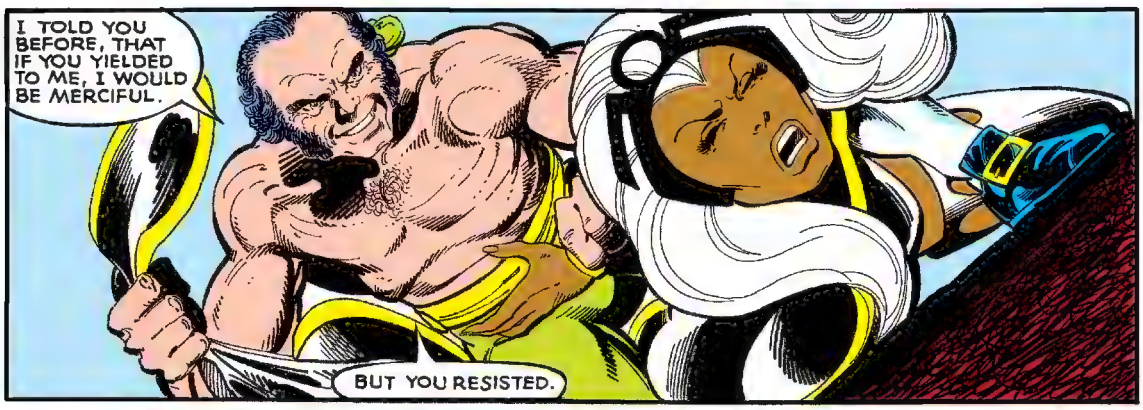

I... I DO NOT UNDERSTAND-- HEAD RINGING... NEVER BEEN HIT SO HARD...
FOOL! I AM AS MUCH A MUTANT AS YOU, AND MY SUPER-POWER IS ONE YOU CAN NEVER DEFEAT!
I... CAN TRY!
GNNNGNH!
THIS TIME COLOSSUS DOES NOT HOLD BACK. HIS KICK WOULD HAVE SMASHED A TANK.
UNFORTUNATELY...
PETER!
NO! SHAW IS UNHARMED, FASTER AND STRONGER THAN EV-- UNNNGNH!
WHAMMO
HALF YOUR TEAM IS BEATEN, STORM, AND THE BATTLE HAS BARELY BEGUN. YIELD-- AND I WILL BE... MERCIFUL.
NEVER!
IT'S YOUR FUNERAL, THEN.
CAN'T LET SHAW GET AHOLD OF ME. I'LL USE MY ELEMENTAL POWERS TO CREATE A PEA-SOUP FOG AROUND HIM. THAT SHOULD HIDE ME.
I DON'T WANT TO LEAVE PETER. BUT I HAVE TO FIND A WAY TO WARN WOLVERINE AND NIGHTCRAWLER-- AND PROFESSOR X.
AND... PETER'S ARMORED BODY IS TOO HEAVY TO CARRY.
FORGIVE ME, LITTLE BROTHER.
ELSEWHERE...
WE'RE IN, MEIN FREUND. SO FAR, SO GOOD.
YEAH. THIS CAPER'S GOIN' DOWN EASY-- TOO EASY. I'VE BEEN FEELIN' ANTSY ALL EVENIN'.
ANY MORE NEWS FROM CYKE OR JEANNIE?
NEIN. LIKE YOU, I'M BEGINNING TO GET WORRIED. COULD BE NOTHING, THOUGH. AS THE OLD SAYING GOES:
"NO NEWS IS GOOD NEWS."

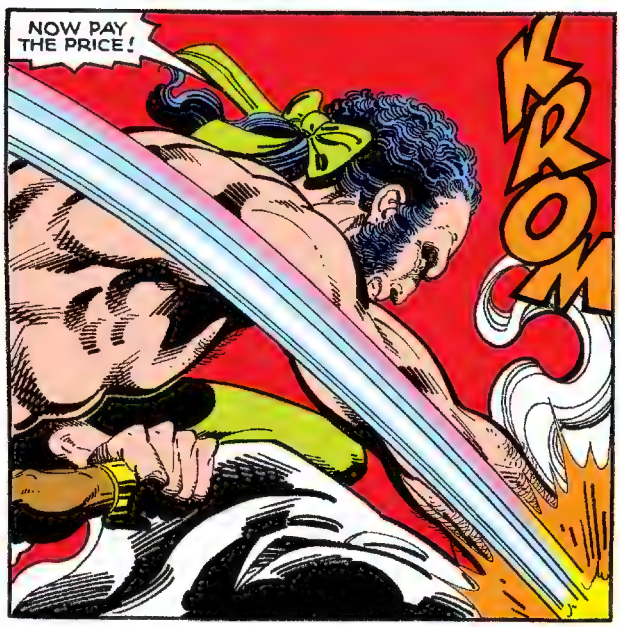
JRRRGHH!
GRIP-- LIKE STEEL VISE--CAN'T BREATHE! AND... SOME SORT OF ELECTRICAL FIELD SHOOTING THROUGH MY BODY-- CAN'T CONCENTRATE ENOUGH... TO TELEPORT TO SAFETY.
IN YOUR CASE, GOBLIN, YOUR LACK OF NEWS COULD HAVE FATAL CONSE-QUENCES.
THAT'S THE TRUTH, SKINNY-- FATAL FER YOU!
CURSE YOU! WHAT HAVE YOU DONE?!
HUH?! YER ARM-- WIRES!
SNIKT
CRIPES! YOU'RE A FLAMIN' ROBOT!
NOT QUITE, WOLVERINE.
DONALD PIERCE IS A CYBORG!
SKRAM!
A CYBERNETIC ORGANISM-- PART MAN, PART MACHINE. A LIVING BEING, WITH THE POWER OF A JUGGERNAUT!
YEAH, I KNOW ALL ABOUT CYBORGS-- I ALMOST BECAME ONE MYSELF.
YOU MAY BE A "SIX MILLION DOLLAR MAN," BUB-- BUT WHEN I'M DONE WITH YOU...
...SIX BILLION BUCKS WON'T BE ENOUGH TA PUT YA BACK TOGETHER AGAIN.
I'M AFRAID I CAN'T ALLOW THAT, DEAR BOY.
YOU'RE WELCOME TA TRY AN' STOP ME, TUBBY. AT YER OWN RISK.
THE NAME IS LELAND, HARRY LELAND.
AND YOUR CHALLENGE IS ACCEPTED, DEAR BOY. STOP YOU I SHALL.
WHAT--!??
I'M GETTIN' HEAVIER! CAN'T MOVE-- CAN BARELY... STAND! WHAT'S FATSO DOIN' TA ME?!

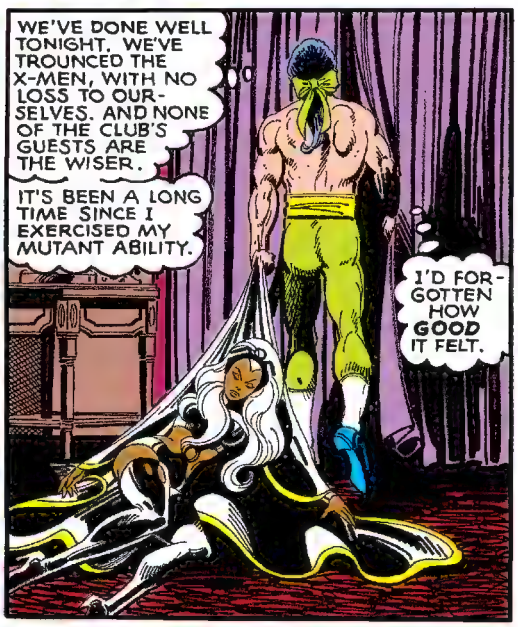

DEAR BOY, YOU X-MEN ARE NOT THE ONLY MUTANTS IN THE WORLD SKILLED IN THE USE OF THEIR SPECIAL, UNIQUE ABILITIES.
MY OWN TALENT INVOLVES MASS.
SIMPLY BY CONCENTRATING, I CAN INCREASE THE MASS OF OBJECTS--AND PEOPLE--AROUND ME.
MUST WEIGH... TONS-- AN' HE'S MAKIN' ME HEAVIER... ALL THE TIME...
STRAIN... KILLIN' ME... BUT I CAN'T-- I WON'T-- GIVE UP!
IN THE END, HOWEVER, IT'S NOT WOLVERINE WHO YIELDS...
MY GOODNESS!
...BUT THE FLOOR BENEATH HIM.
HE DROPS LIKE A RUNAWAY ROCKET INTO A STORM SEWER BURIED DEEP BENEATH THE CLUB AND THE IMPACT WHEN HE FINALLY HITS THE WATER IS MORE AKIN TO SLAMMING FULL TILT INTO A STEEL WALL.
IT LEAVES HIM STUNNED, BARELY CONSCIOUS. AND IN THE BLINK OF AN EYE, HE'S SWEPT AWAY.
I CAN'T RAISE NIGHTCRAWLER OR WOLVERINE ON MY RADIO COMLINK. HAVE THEY BEEN ATTACKED, TOO? AM I THE ONLY X-MAN LEFT?!
THE HELLFIRE CLUB BEAT US SO QUICKLY, SO EASILY! IN THE GODDESS' NAME--HOW?! HOW?!?
I TRIED BLASTING THROUGH THESE WINDOWS WITH MY LIGHTNING BOLTS. BUT THEY HAD NO EFFECT. SOME DEFENSIVE SYSTEM NEUTRALIZED THEIR POWER.
ONLY ONE ROUTE LEFT, DOWNSTAIRS AND OUT THE FRONT DOOR, USING THE PARTY GUESTS TO COVER MY ESCAPE-- OH!!
SURPRISE!
I KNOW EVERY INCH OF THIS HOUSE, STORM. THERE'S NO WAY YOU CAN ELUDE ME FOR VERY LONG.


MY ANKLE -- IF SHAW TIGHTENS HIS GRIP, HE'LL CRUSH IT!
THESE VILLAINS SEEM TO KNOW ALL ABOUT THE X-MEN. SHAW WILL ASSUME I'LL FIGHT HIM WITH MY ELEMENTAL POWERS. INSTEAD, I'LL DO SOMETHING UNEXPECTED...
KRAK!
OWW!
IF I CAN BREAK FREE FOR ONLY A MOMENT--!

DONE IT-- NO!
SHAW GRABBED MY CAPE! I'VE NEVER SEEN ANYONE MOVE SO FAST!
I LIKE A WOMAN WITH SPIRIT, STORM, BUT NOT TOO MUCH SPIRIT. YOU SHOULD HAVE LEARNED FROM COLOSSUS' DEFEAT-- I ABSORB KINETIC ENERGY.
THE HARDER ANYONE STRIKES ME, THE MORE POWERFUL I GET!


I TOLD YOU BEFORE, THAT IF YOU YIELDED TO ME, I WOULD BE MERCIFUL.
BUT YOU RESISTED.


NOW PAY THE PRICE!
KROM

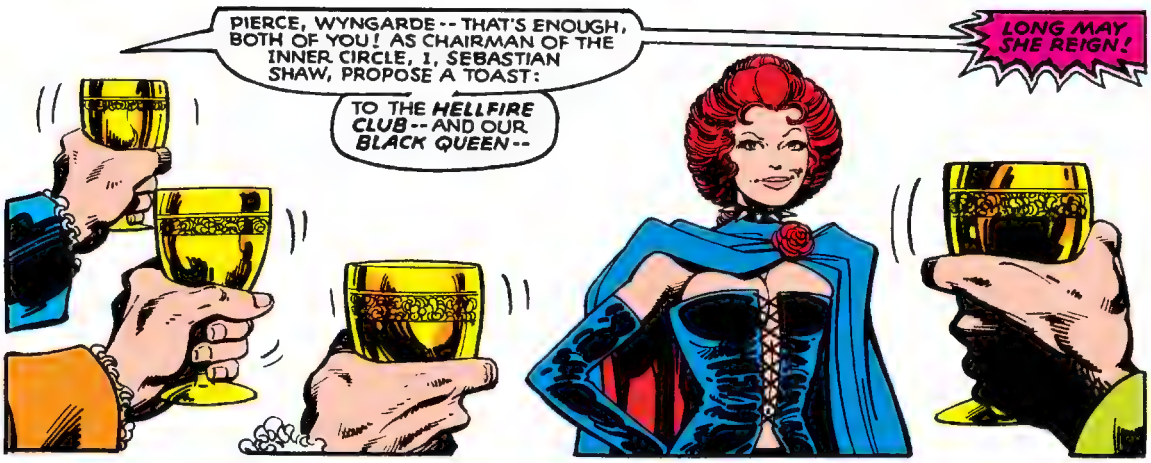

WE'VE DONE WELL TONIGHT. WE'VE TROUNCED THE X-MEN, WITH NO LOSS TO OURSELVES. AND NONE OF THE CLUB'S GUESTS ARE THE WISER.
IT'S BEEN A LONG TIME SINCE I EXERCISED MY MUTANT ABILITY.
I'D FORGOTTEN HOW GOOD IT FELT.

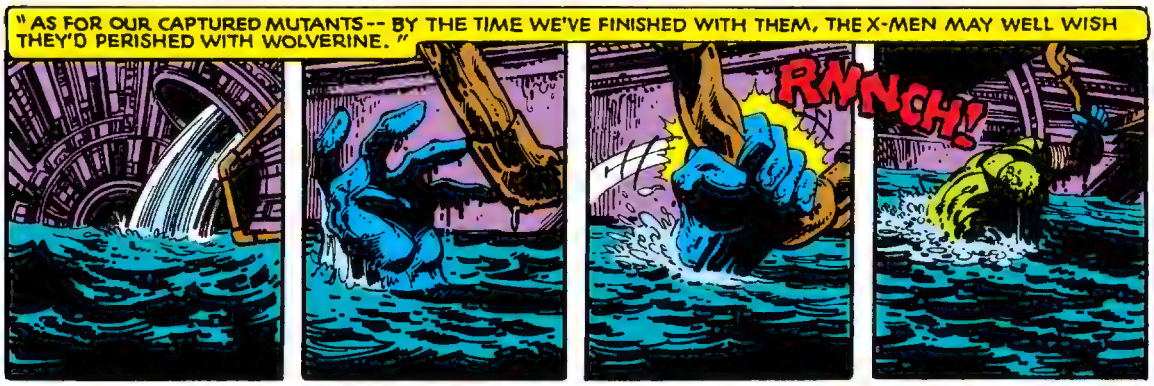
PERHAPS THE HELLFIRE CLUB SHOULD SET ITS SIGHTS HIGHER -- TODAY, THE X-MEN; TOMORROW... THE AVENGERS? I WONDER -- DARE I MATCH MY POWER AGAINST THAT OF IRON MAN? OR THOR?
HOW'S YOUR ARM, PIERCE?
IT WAS JUST A SCRATCH, SHAW. EASILY REPAIRED. I'M FINE NOW.
SCRATCH -- *HAH!* WOLVERINE CUT THROUGH YOUR PRECIOUS BIONIC ARM LIKE IT WAS MADE OF BUTTER.
JASON, WE'VE JUST WON A SPLENDID VICTORY.
WHY SPOIL IT WITH HARSH WORDS?

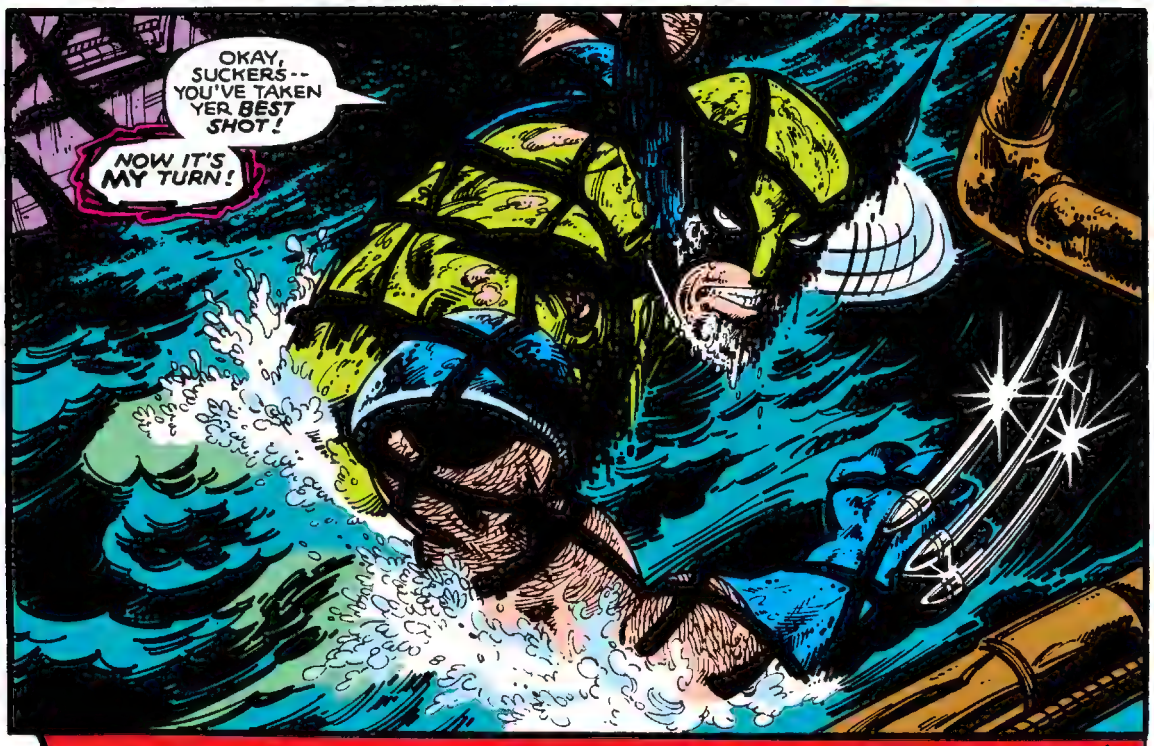
THE BLACK QUEEN SPEAKS TRUE, WYNGARDE. BE OF GOOD CHEER, OR BE SILENT.
THIS COULD BE TROUBLE. WYNGARDE IS DELIBERATELY PROVOKING PIERCE -- BUT HE'S REALLY CHALLENGING *ME*.

WYNGARDE IS AS MUCH A NATURAL LEADER AS I. SOONER OR LATER, HE'LL MAKE HIS BID TO TAKE OVER THE INNER CIRCLE...
...POSITIVE THAT -- SO LONG AS HE CONTROLS PHOENIX, OUR BLACK QUEEN -- NONE OF US WILL OPPOSE HIM.
OURS WAS A GROUP EFFORT, WYNGARDE -- A GROUP VICTORY. WE *ALL* DID OUR PART.

OF COURSE, SHAW. BUT JUST REMEMBER THAT IT WAS MY PSYCHIC SEDUCTION OF JEAN GREY THAT PROVIDED THE *KEY* TO OUR VICTORY.
WE COULD HAVE WON WITH-OUT HER.
IS THAT SO? VERY WELL THEN, PIERCE -- I'LL SIMPLY RELEASE MY "*HOLD*" ON HER.
SEE HOW LONG YOU LAST.


PIERCE, WYNGARDE -- THAT'S ENOUGH, BOTH OF YOU! AS CHAIRMAN OF THE INNER CIRCLE, I, SEBASTIAN SHAW, PROPOSE A TOAST:
TO THE HELLFIRE CLUB -- AND OUR BLACK QUEEN --
LONG MAY SHE REIGN!


"AS FOR OUR CAPTURED MUTANTS -- BY THE TIME WE'VE FINISHED WITH THEM, THE X-MEN MAY WELL WISH THEY'D PERISHED WITH WOLVERINE."
RNNCH!




NEXT WOLVERINE -- ALONE! 'NUFF SAID!

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!
Stan Lee PRESENTS:
THE UNCANNY X-MEN!™
OUR STORY OPENS IN A SUB-BASEMENT FAR BELOW NEW YORK'S LEGENDARY HELLFIRE CLUB.
THE MASKED, UNIFORMED MEN WITH THE GUNS ARE PART OF AN ELITE MERCENARY CADRE EMPLOYED BY THE ULTRA-SECRET INNER CIRCLE OF THAT CLUB. THEY'RE KILLERS, PURE AND SIMPLE-- BELIEVED TO BE THE BEST IN THE WORLD.
MAN, THIS IS SILLY. WE BEEN SEARCHIN' THESE BASEMENTS FOR OVER AN HOUR, HUNTIN' A MUTIE WHO'S PROB'LY DEAD.
WOLVERINE WENT INTO A STORM SEWER, RIGHT?* IT WAS LIKE A FLASH FLOOD DOWN THERE. IF THE FALL DIDN'T KILL HIM, THE WATER HAD TO.
*AS WE ALL SAW AT THE END OF LAST ISH -- Jim.
WE'RE WASTIN' OUR TIME.
WOLVERINE: ALONE!
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Writer / Co-Plotters / Penciler
TERRY AUSTIN, Inker
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JIM SHOOTER
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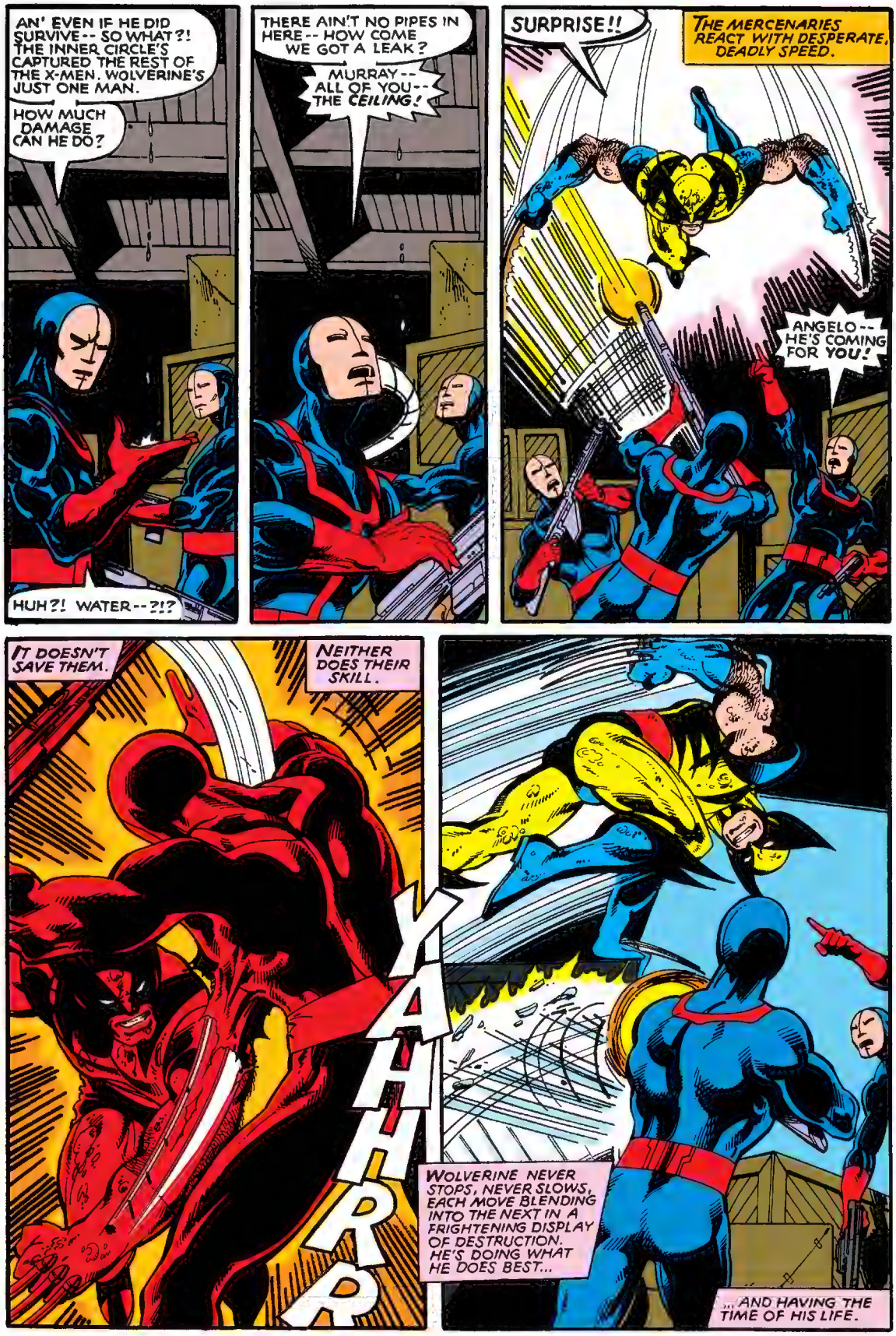
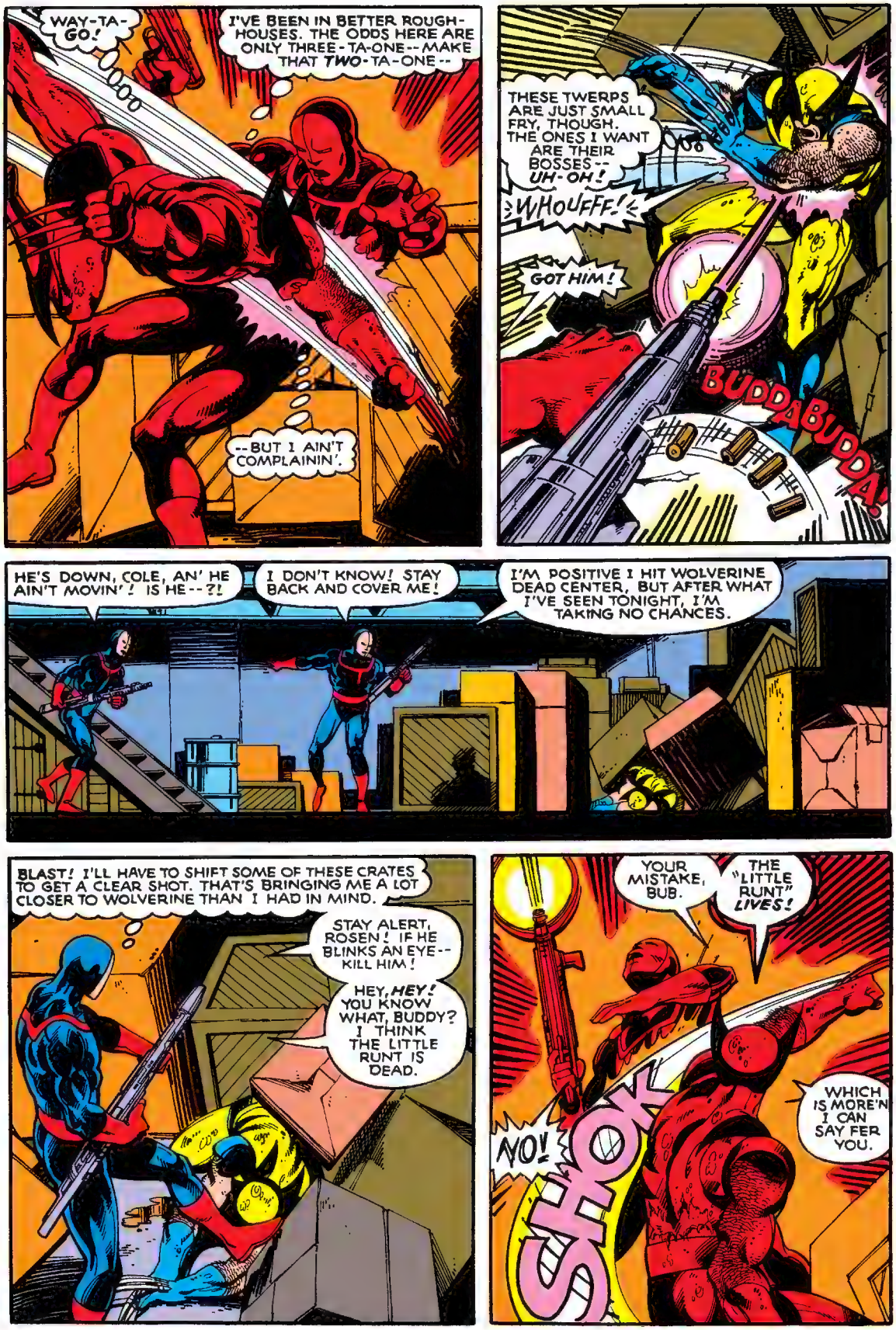
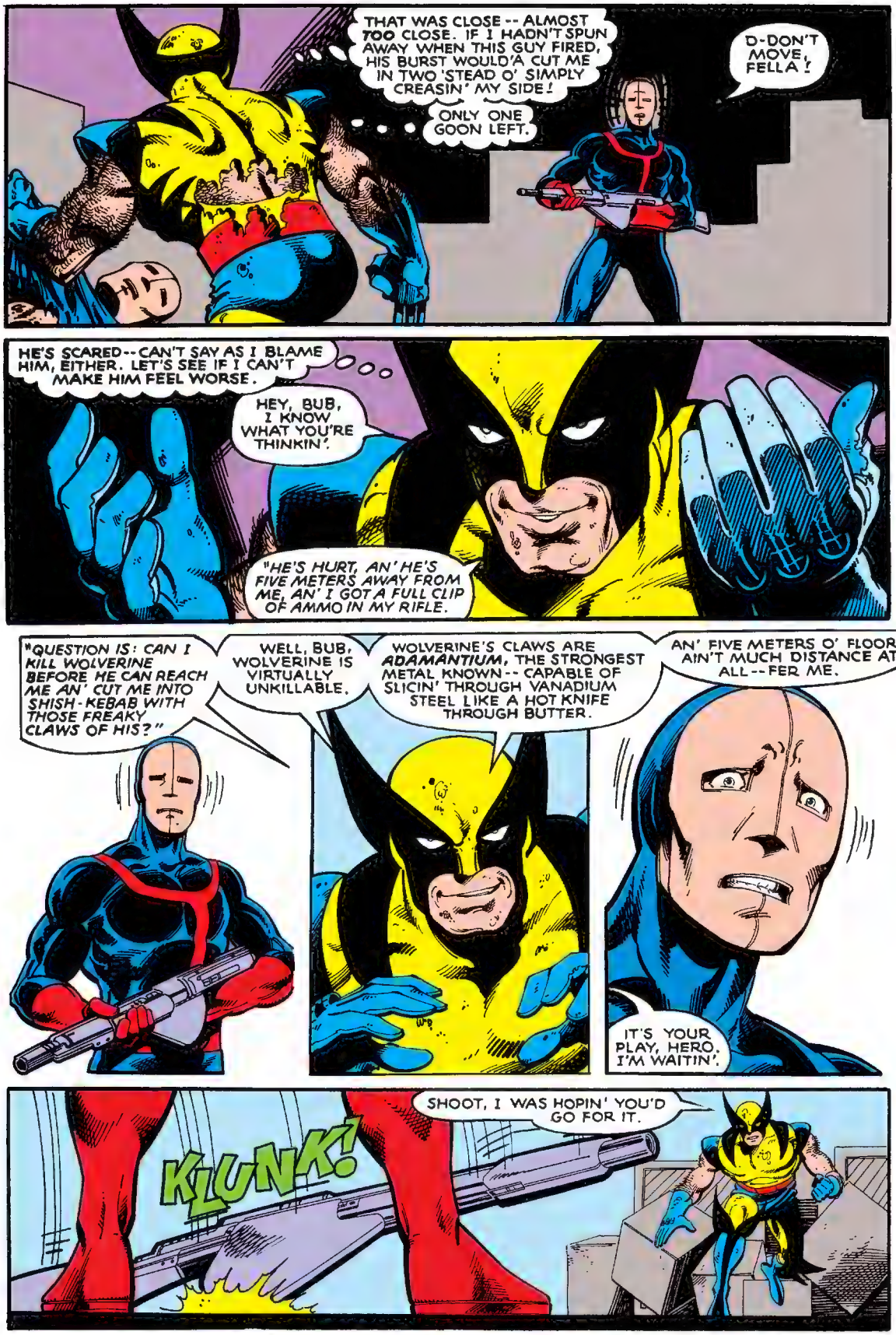
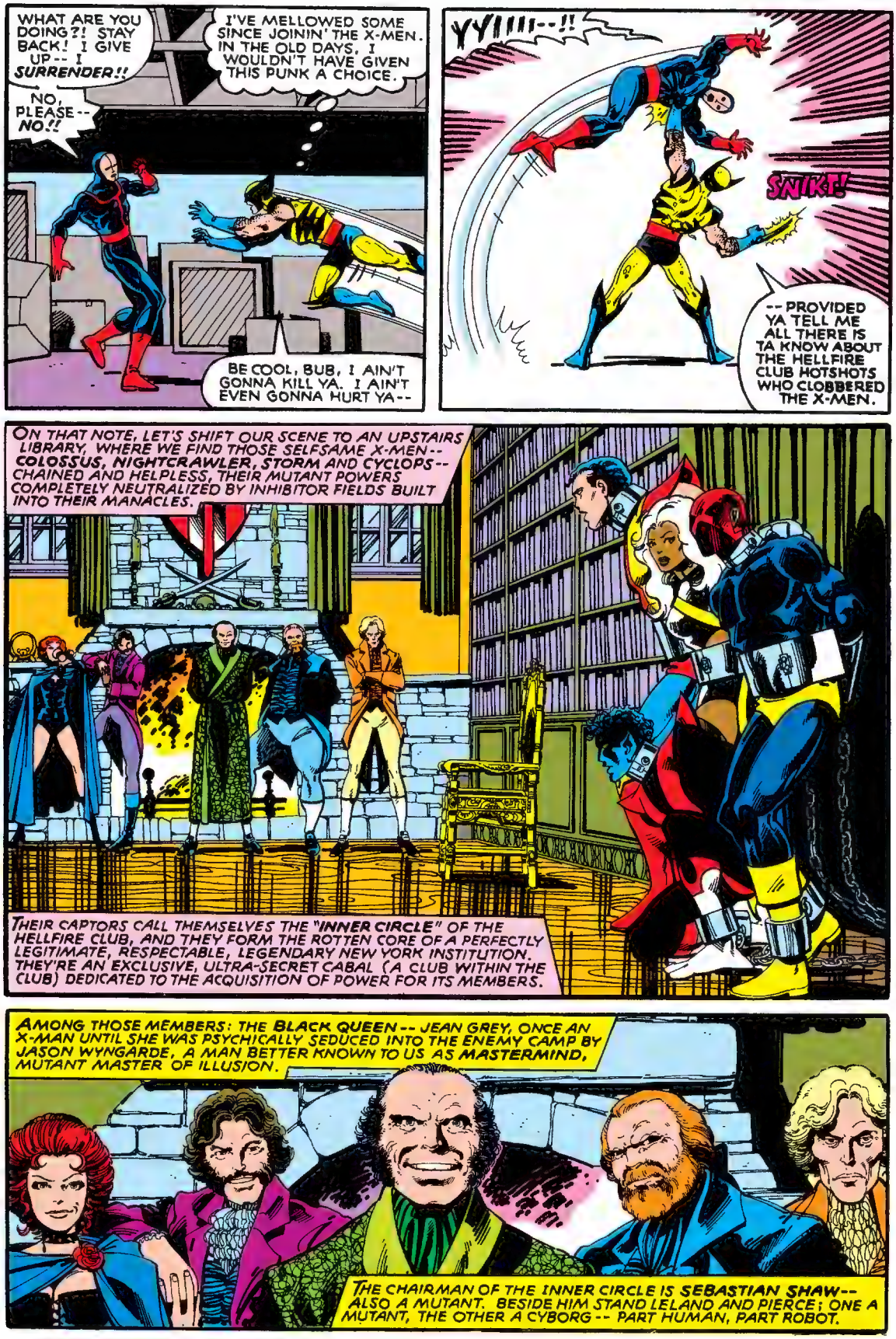
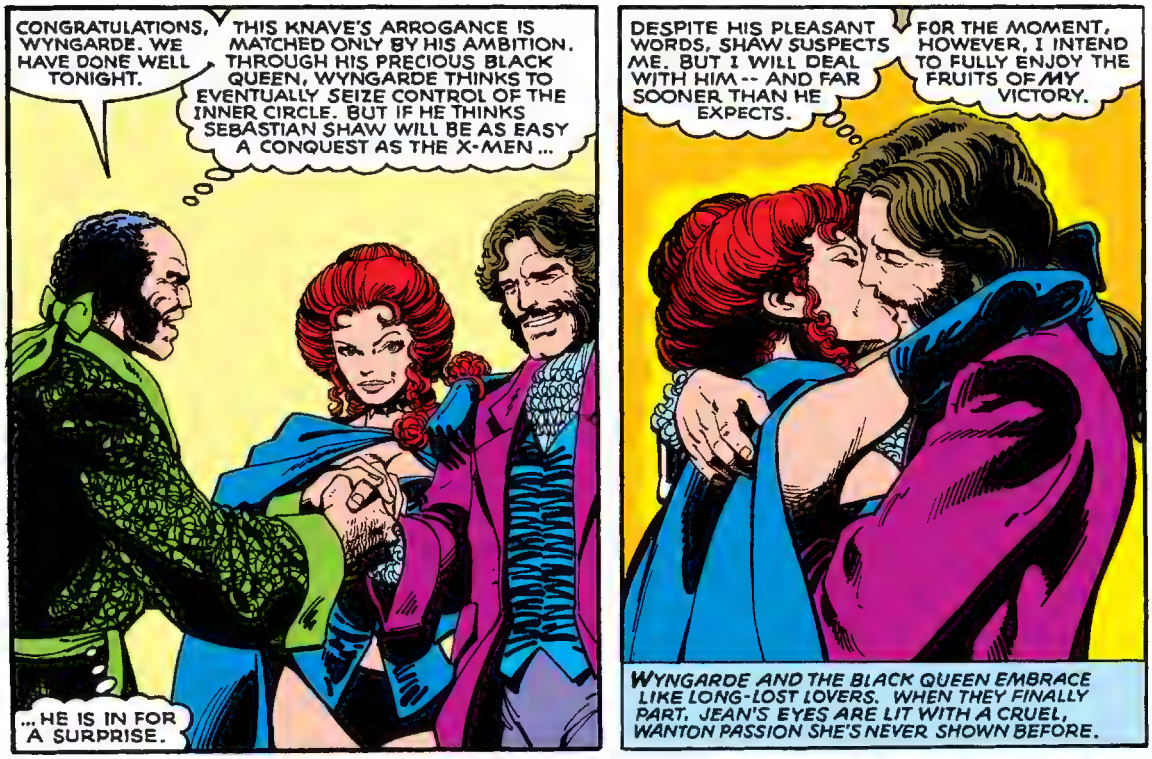
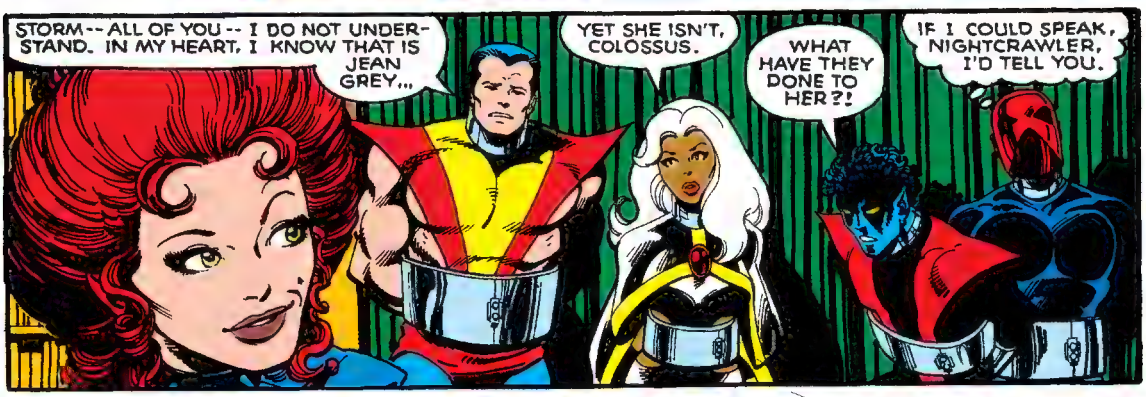

AN' EVEN IF HE DID SURVIVE-- SO WHAT?! THE INNER CIRCLE'S CAPTURED THE REST OF THE X-MEN. WOLVERINE'S JUST ONE MAN.
HOW MUCH DAMAGE CAN HE DO?
HUH?! WATER--?!?
THERE AIN'T NO PIPES IN HERE-- HOW COME WE GOT A LEAK?
MURRAY-- ALL OF YOU-- THE CEILING!
SURPRISE!!
THE MERCENARIES REACT WITH DESPERATE, DEADLY SPEED.
ANGELO-- HE'S COMING FOR YOU!
IT DOESN'T SAVE THEM.
NEITHER DOES THEIR SKILL.
YAHHRR
WOLVERINE NEVER STOPS, NEVER SLOWS, EACH MOVE BLENDING INTO THE NEXT IN A FRIGHTENING DISPLAY OF DESTRUCTION. HE'S DOING WHAT HE DOES BEST...
...AND HAVING THE TIME OF HIS LIFE.

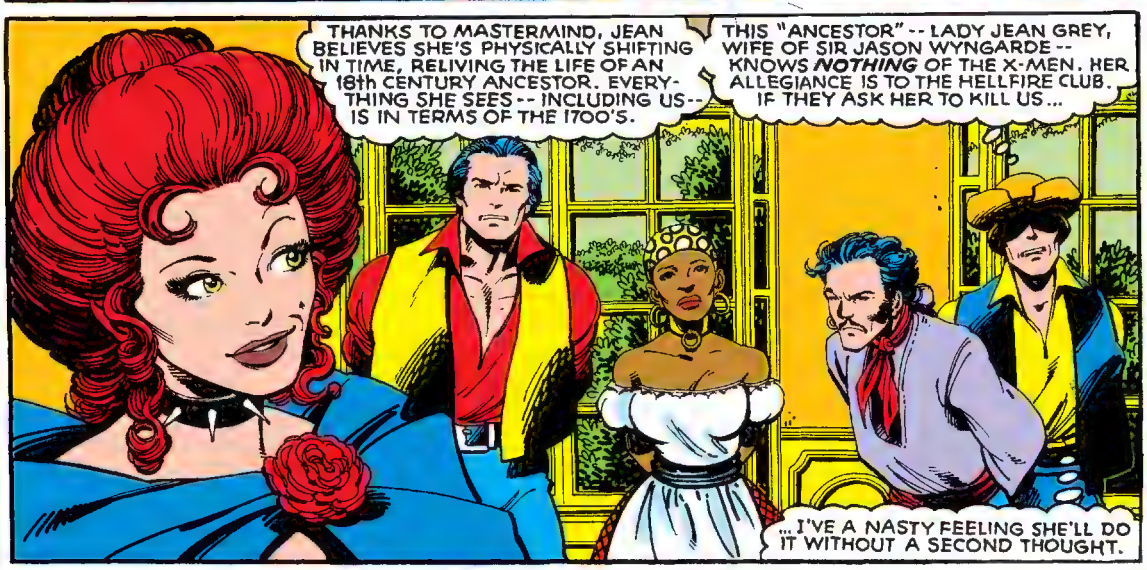

WAY-TA-GO!
I'VE BEEN IN BETTER ROUGH-HOUSES. THE ODDS HERE ARE ONLY THREE-TA-ONE--MAKE THAT TWO-TA-ONE--
--BUT I AIN'T COMPLAININ'.
THESE TWERPS ARE JUST SMALL FRY, THOUGH. THE ONES I WANT ARE THEIR BOSSES--UH-OH!
WHOUFFF!
GOT HIM!
BUDDABUDDA!
HE'S DOWN, COLE, AN' HE AIN'T MOVIN'! IS HE--?!
I DON'T KNOW! STAY BACK AND COVER ME!
I'M POSITIVE I HIT WOLVERINE DEAD CENTER, BUT AFTER WHAT I'VE SEEN TONIGHT, I'M TAKING NO CHANCES.
BLAST! I'LL HAVE TO SHIFT SOME OF THESE CRATES TO GET A CLEAR SHOT. THAT'S BRINGING ME A LOT CLOSER TO WOLVERINE THAN I HAD IN MIND.
STAY ALERT, ROSEN! IF HE BLINKS AN EYE--KILL HIM!
HEY, HEY! YOU KNOW WHAT, BUDDY? I THINK THE LITTLE RUNT IS DEAD.
YOUR MISTAKE, BUB.
THE "LITTLE RUNT" LIVES!
NO!
SHOK
WHICH IS MORE'N I CAN SAY FER YOU.

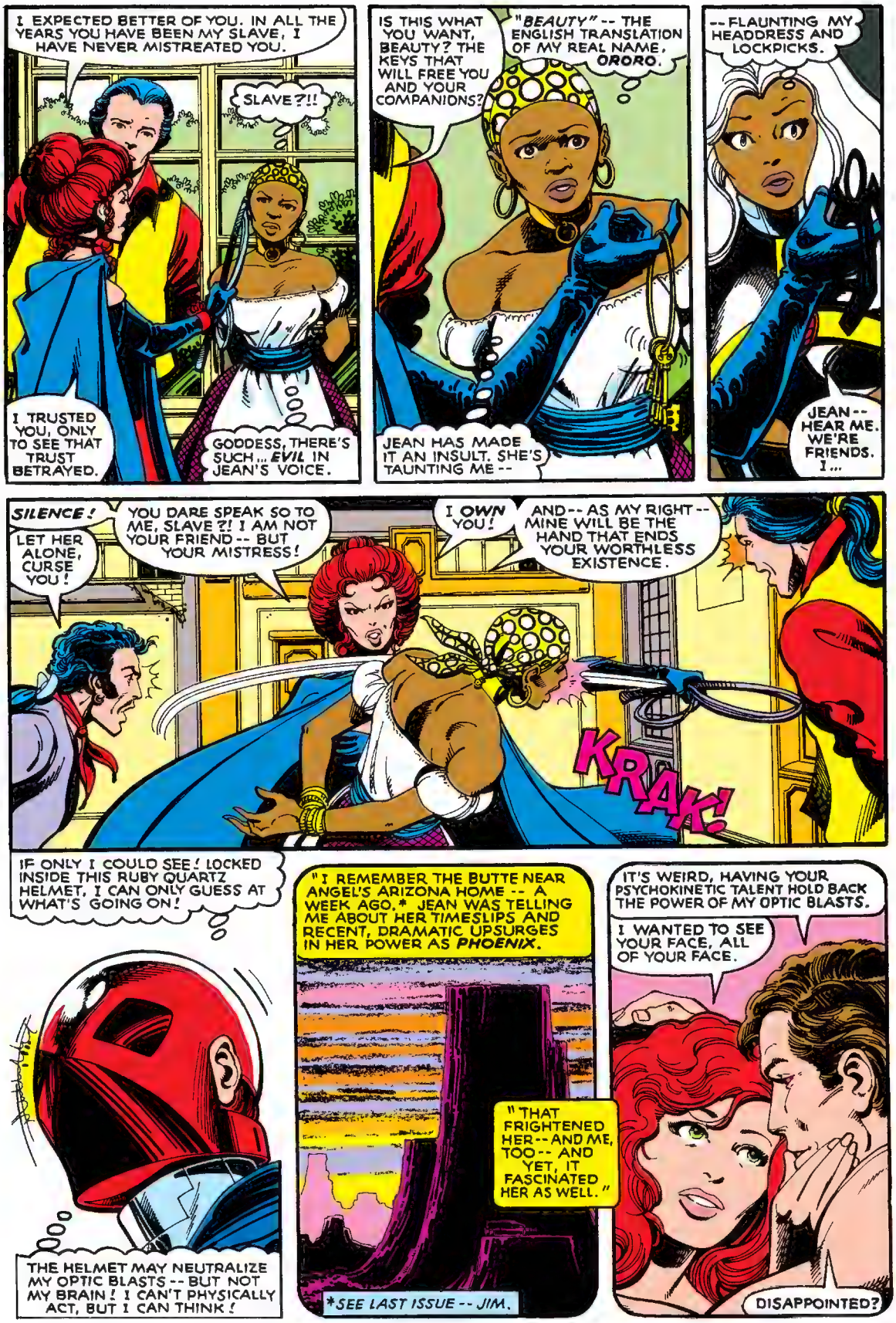

THAT WAS CLOSE -- ALMOST TOO CLOSE. IF I HADN'T SPUN AWAY WHEN THIS GUY FIRED, HIS BURST WOULD'A CUT ME IN TWO 'STEAD O' SIMPLY CREASIN' MY SIDE!
ONLY ONE GOON LEFT.
D-DON'T MOVE, FELLA!
HE'S SCARED--CAN'T SAY AS I BLAME HIM, EITHER. LET'S SEE IF I CAN'T MAKE HIM FEEL WORSE.
HEY, BUB, I KNOW WHAT YOU'RE THINKIN'.
"HE'S HURT, AN' HE'S FIVE METERS AWAY FROM ME, AN' I GOT A FULL CLIP OF AMMO IN MY RIFLE.
"QUESTION IS: CAN I KILL WOLVERINE BEFORE HE CAN REACH ME AN' CUT ME INTO SHISH-KEBAB WITH THOSE FREAKY CLAWS OF HIS?"
WELL, BUB, WOLVERINE IS VIRTUALLY UNKILLABLE.
WOLVERINE'S CLAWS ARE ADAMANTIUM, THE STRONGEST METAL KNOWN -- CAPABLE OF SLICIN' THROUGH VANADIUM STEEL LIKE A HOT KNIFE THROUGH BUTTER.
AN' FIVE METERS O' FLOOR AIN'T MUCH DISTANCE AT ALL--FER ME.
IT'S YOUR PLAY, HERO. I'M WAITIN'.
KLUNK!
SHOOT, I WAS HOPIN' YOU'D GO FOR IT.


WHAT ARE YOU DOING?! STAY BACK! I GIVE UP-- I SURRENDER!!
I'VE MELLOWED SOME SINCE JOININ' THE X-MEN. IN THE OLD DAYS, I WOULDN'T HAVE GIVEN THIS PUNK A CHOICE.
NO, PLEASE-- NO!!
BE COOL, BUB, I AIN'T GONNA KILL YA. I AIN'T EVEN GONNA HURT YA--
YYIIII--!!
SNIKT!
--PROVIDED YA TELL ME ALL THERE IS TA KNOW ABOUT THE HELLFIRE CLUB HOTSHOTS WHO CLOBBERED THE X-MEN.
ON THAT NOTE, LET'S SHIFT OUR SCENE TO AN UPSTAIRS LIBRARY, WHERE WE FIND THOSE SELFSAME X-MEN-- COLOSSUS, NIGHTCRAWLER, STORM AND CYCLOPS-- CHAINED AND HELPLESS, THEIR MUTANT POWERS COMPLETELY NEUTRALIZED BY INHIBITOR FIELDS BUILT INTO THEIR MANACLES.
THEIR CAPTORS CALL THEMSELVES THE "INNER CIRCLE" OF THE HELLFIRE CLUB, AND THEY FORM THE ROTTEN CORE OF A PERFECTLY LEGITIMATE, RESPECTABLE, LEGENDARY NEW YORK INSTITUTION. THEY'RE AN EXCLUSIVE, ULTRA-SECRET CABAL (A CLUB WITHIN THE CLUB) DEDICATED TO THE ACQUISITION OF POWER FOR ITS MEMBERS.
AMONG THOSE MEMBERS: THE BLACK QUEEN -- JEAN GREY, ONCE AN X-MAN UNTIL SHE WAS PSYCHICALLY SEDUCED INTO THE ENEMY CAMP BY JASON WYNGARDE, A MAN BETTER KNOWN TO US AS MASTERMIND, MUTANT MASTER OF ILLUSION.
THE CHAIRMAN OF THE INNER CIRCLE IS SEBASTIAN SHAW-- ALSO A MUTANT. BESIDE HIM STAND LELAND AND PIERCE; ONE A MUTANT, THE OTHER A CYBORG -- PART HUMAN, PART ROBOT.

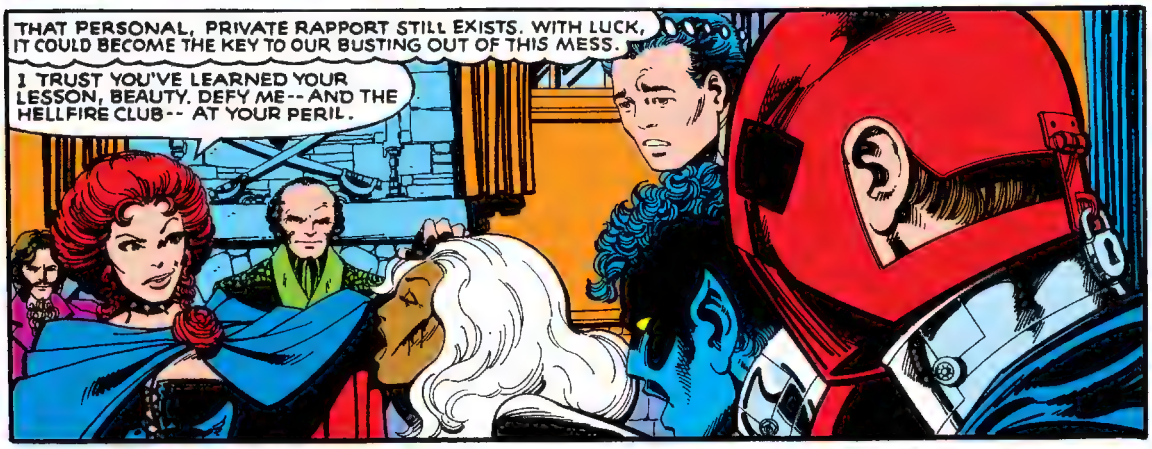

CONGRATULATIONS, WYNGARDE. WE HAVE DONE WELL TONIGHT.
THIS KNAVE'S ARROGANCE IS MATCHED ONLY BY HIS AMBITION. THROUGH HIS PRECIOUS BLACK QUEEN, WYNGARDE THINKS TO EVENTUALLY SEIZE CONTROL OF THE INNER CIRCLE. BUT IF HE THINKS SEBASTIAN SHAW WILL BE AS EASY A CONQUEST AS THE X-MEN...
...HE IS IN FOR A SURPRISE.
DESPITE HIS PLEASANT WORDS, SHAW SUSPECTS ME. BUT I WILL DEAL WITH HIM -- AND FAR SOONER THAN HE EXPECTS.
FOR THE MOMENT, HOWEVER, I INTEND TO FULLY ENJOY THE FRUITS OF MY VICTORY.
WYNGARDE AND THE BLACK QUEEN EMBRACE LIKE LONG-LOST LOVERS. WHEN THEY FINALLY PART, JEAN'S EYES ARE LIT WITH A CRUEL, WANTON PASSION SHE'S NEVER SHOWN BEFORE.


STORM -- ALL OF YOU -- I DO NOT UNDERSTAND. IN MY HEART, I KNOW THAT IS JEAN GREY...
YET SHE ISN'T, COLOSSUS.
WHAT HAVE THEY DONE TO HER?!
IF I COULD SPEAK, NIGHTCRAWLER, I'D TELL YOU.


THANKS TO MASTERMIND, JEAN BELIEVES SHE'S PHYSICALLY SHIFTING IN TIME, RELIVING THE LIFE OF AN 18th CENTURY ANCESTOR. EVERYTHING SHE SEES -- INCLUDING US -- IS IN TERMS OF THE 1700'S.
THIS "ANCESTOR" -- LADY JEAN GREY, WIFE OF SIR JASON WYNGARDE -- KNOWS NOTHING OF THE X-MEN. HER ALLEGIANCE IS TO THE HELLFIRE CLUB. IF THEY ASK HER TO KILL US...
...I'VE A NASTY FEELING SHE'LL DO IT WITHOUT A SECOND THOUGHT.


I EXPECTED BETTER OF YOU. IN ALL THE YEARS YOU HAVE BEEN MY SLAVE, I HAVE NEVER MISTREATED YOU.
SLAVE?!!
I TRUSTED YOU, ONLY TO SEE THAT TRUST BETRAYED.
GODDESS, THERE'S SUCH... EVIL IN JEAN'S VOICE.
IS THIS WHAT YOU WANT, BEAUTY? THE KEYS THAT WILL FREE YOU AND YOUR COMPANIONS?
"BEAUTY" -- THE ENGLISH TRANSLATION OF MY REAL NAME, ORORO.
JEAN HAS MADE IT AN INSULT. SHE'S TAUNTING ME --
-- FLAUNTING MY HEADDRESS AND LOCKPICKS.
JEAN -- HEAR ME. WE'RE FRIENDS. I...
SILENCE!
LET HER ALONE, CURSE YOU!
YOU DARE SPEAK SO TO ME, SLAVE?! I AM NOT YOUR FRIEND -- BUT YOUR MISTRESS!
I OWN YOU!
AND -- AS MY RIGHT -- MINE WILL BE THE HAND THAT ENDS YOUR WORTHLESS EXISTENCE.
KRAK!
IF ONLY I COULD SEE! LOCKED INSIDE THIS RUBY QUARTZ HELMET, I CAN ONLY GUESS AT WHAT'S GOING ON!
THE HELMET MAY NEUTRALIZE MY OPTIC BLASTS -- BUT NOT MY BRAIN! I CAN'T PHYSICALLY ACT, BUT I CAN THINK!
"I REMEMBER THE BUTTE NEAR ANGEL'S ARIZONA HOME -- A WEEK AGO.* JEAN WAS TELLING ME ABOUT HER TIMESLIPS AND RECENT, DRAMATIC UPSURGES IN HER POWER AS PHOENIX.
"THAT FRIGHTENED HER -- AND ME, TOO -- AND YET, IT FASCINATED HER AS WELL."
*SEE LAST ISSUE -- JIM.
IT'S WEIRD, HAVING YOUR PSYCHOKINETIC TALENT HOLD BACK THE POWER OF MY OPTIC BLASTS.
I WANTED TO SEE YOUR FACE, ALL OF YOUR FACE.
DISAPPOINTED?

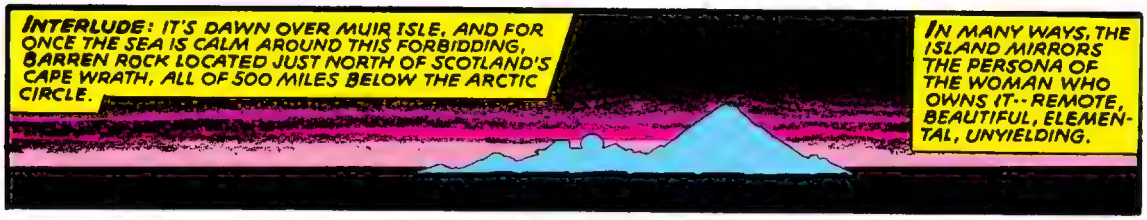
NO.
SCOTT, I'D... LIKE TO ESTABLISH A PERMANENT RAPPORT -- A PSYCHIC *BOND* -- BETWEEN US. PART OF ME IN YOUR HEAD, PART OF YOU IN MINE. I KNOW I'M ASKING A LOT -- TOTAL SHARING, TOTAL INTIMACY, TOTAL ... TRUST.
I'LL UNDERSTAND IF YOU SAY, NO.
I SAY, YES.


THAT PERSONAL, PRIVATE RAPPORT STILL EXISTS. WITH LUCK, IT COULD BECOME THE KEY TO OUR BUSTING OUT OF THIS MESS.
I TRUST YOU'VE LEARNED YOUR LESSON, BEAUTY. DEFY ME -- AND THE HELLFIRE CLUB -- AT YOUR PERIL.

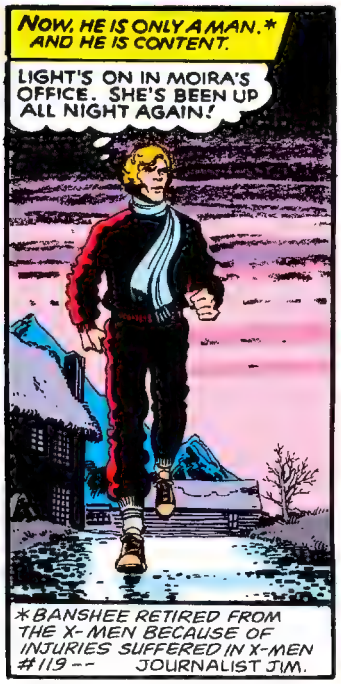
JEAN -- MY DEAR FRIEND -- WHOEVER IS RESPONSIBLE FOR TRANSFORMING YOU INTO THE BLACK QUEEN WILL *PAY*, WHATEVER IT COSTS, HOWEVER LONG IT TAKES. THIS, NIGHTCRAWLER *SWEARS!*
*HERR* SHAW -- PARDON MY ASKING, BUT WHY ARE WE X-MEN STILL ALIVE?
THERE'S NO PROFIT IN SIMPLY KILLING YOU, *HERR* WAGNER.

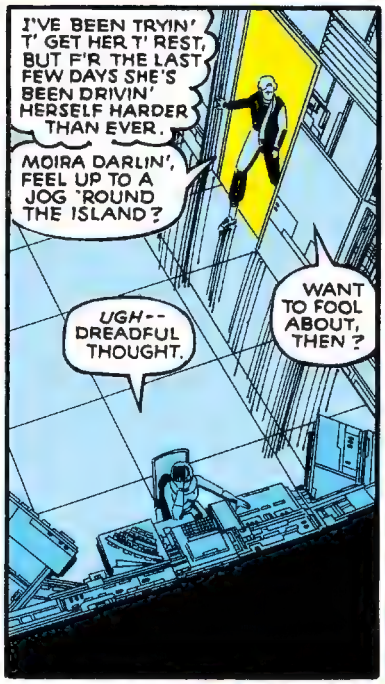
YOU KNOW MY NAME?!
AMONG OTHER THINGS. SUPER-POWERED MUTANTS ARE BECOMING COMMONPLACE IN THE WORLD. IF MY ASSOCIATES AND I CAN ISOLATE THE GENETIC QUIRK THAT CREATED US...

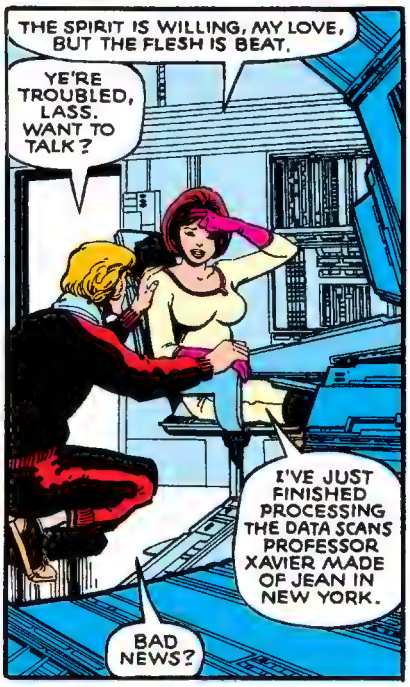
...AND THEN "*CUSTOM BUILD*" -- THROUGH GENETIC ENGINEERING -- MUTANTS AT WILL, THE POSSIBILITIES ARE... LIMITLESS. IN THAT QUEST, NIGHTCRAWLER, YOU X-MEN WILL BE OUR GUINEA PIGS.
YOU KNOW -- IN A SENSE, IT WOULD HAVE BEEN BETTER FOR YOU FOUR IF WE *HAD* KILLED YOU.

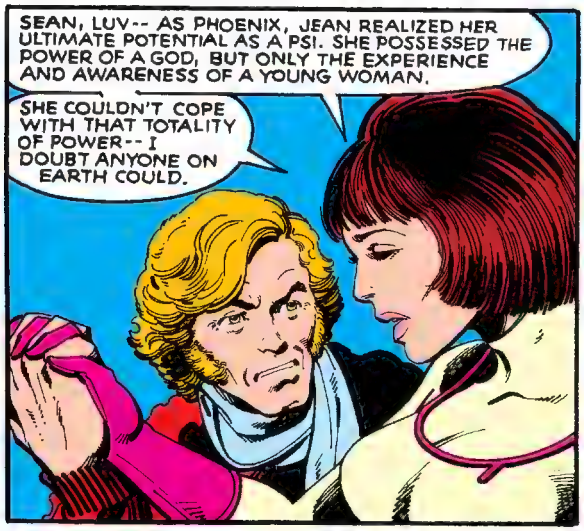

INTERLUDE: IT'S DAWN OVER MUIR ISLE, AND FOR ONCE THE SEA IS CALM AROUND THIS FORBIDDING, BARREN ROCK LOCATED JUST NORTH OF SCOTLAND'S CAPE WRATH, ALL OF 500 MILES BELOW THE ARCTIC CIRCLE.
IN MANY WAYS, THE ISLAND MIRRORS THE PERSONA OF THE WOMAN WHO OWNS IT-- REMOTE, BEAUTIFUL, ELEMENTAL, UNYIELDING.

WHEN SHE FIRST ARRIVED HERE-- AND FOR TOO MANY YEARS AFTER THAT-- MOIRA MacTAGGERT LIVED ALONE.
NOW, HER HERMITAGE IS OVER.
SHE HAS SOMEONE TO SHARE HER WORK AND HER LIFE-- SOMEONE SHE LOVES AND WHO LOVES HER. HIS NAME IS SEAN CASSIDY AND, AS THE BANSHEE, HE USED TO BE AN X-MAN.


NOW, HE IS ONLY A MAN.* AND HE IS CONTENT.
LIGHT'S ON IN MOIRA'S OFFICE. SHE'S BEEN UP ALL NIGHT AGAIN!
*BANSHEE RETIRED FROM THE X-MEN BECAUSE OF INJURIES SUFFERED IN X-MEN #119 -- JOURNALIST JIM.

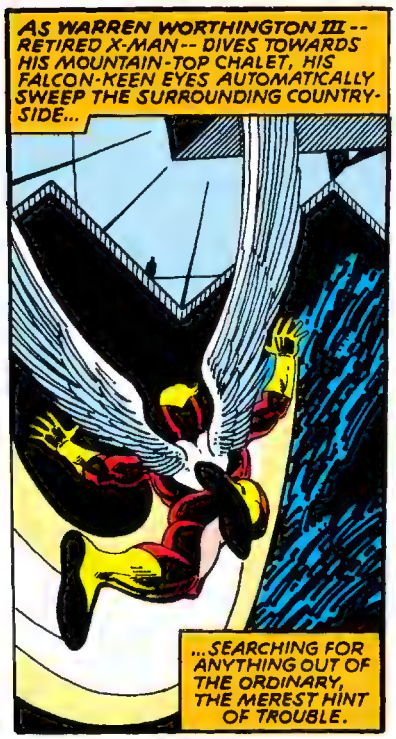

I'VE BEEN TRYIN' T' GET HER T' REST, BUT F'R THE LAST FEW DAYS SHE'S BEEN DRIVIN' HERSELF HARDER THAN EVER.
MOIRA DARLIN', FEEL UP TO A JOG 'ROUND THE ISLAND?
UGH-- DREADFUL THOUGHT.
WANT TO FOOL ABOUT, THEN?

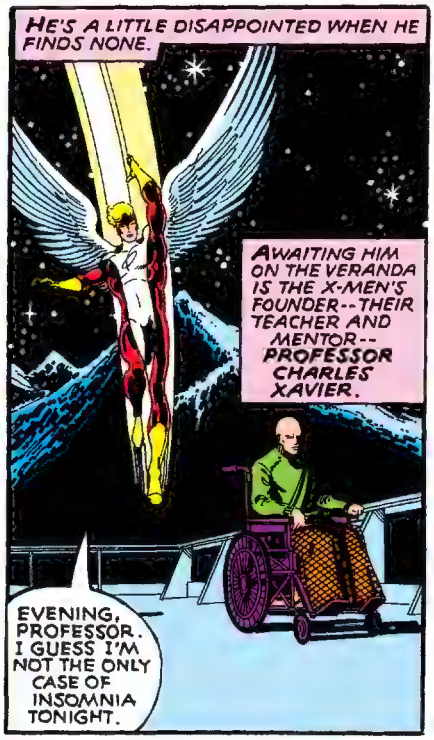

THE SPIRIT IS WILLING, MY LOVE, BUT THE FLESH IS BEAT.
YE'RE TROUBLED, LASS. WANT TO TALK?
I'VE JUST FINISHED PROCESSING THE DATA SCANS PROFESSOR XAVIER MADE OF JEAN IN NEW YORK.
BAD NEWS?

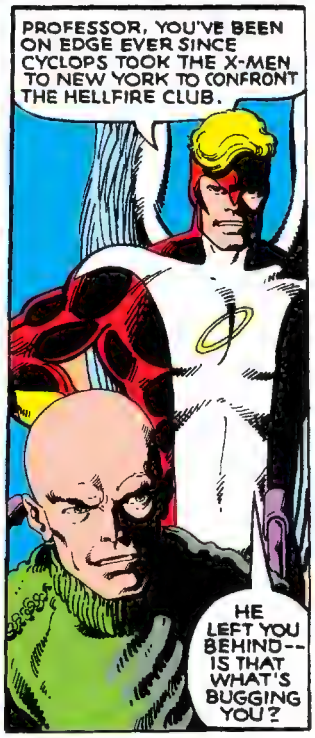

SEAN, LUV-- AS PHOENIX, JEAN REALIZED HER ULTIMATE POTENTIAL AS A PSI. SHE POSSESSED THE POWER OF A GOD, BUT ONLY THE EXPERIENCE AND AWARENESS OF A YOUNG WOMAN.
SHE COULDN'T COPE WITH THAT TOTALITY OF POWER-- I DOUBT ANYONE ON EARTH COULD.

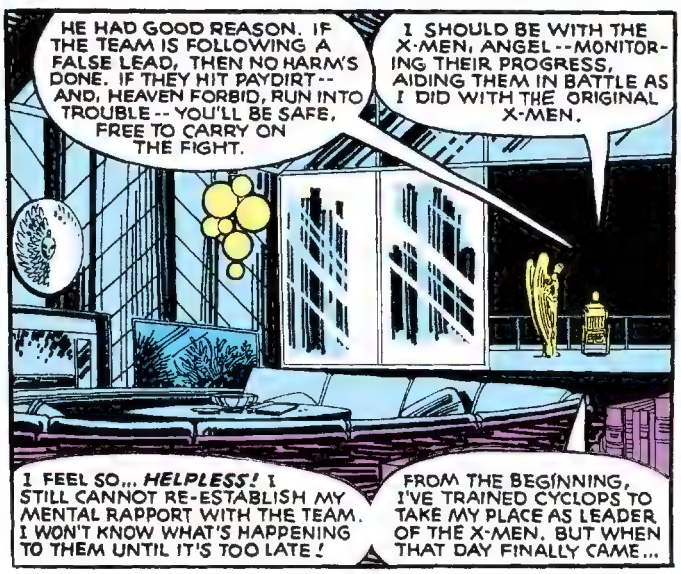
SO, TO PROTECT ITSELF FROM ITSELF, HER MIND ENGAGED A SERIES OF PSYCHIC CIRCUIT BREAKERS THAT CUT HER POWER BACK TO A LEVEL SHE COULD HANDLE.
BUT, LATELY, SOMEONE-- OR SOMETHING-- HAS BEEN RELEASING THOSE BREAKERS. THERE ARE ALMOST NONE LEFT. JEAN'S ONCE MORE TAPPING NEAR-INFINITE POWER-LEVELS.
IS THERE NOTHIN' WE CAN DO, MOIRA?
WE CAN PRAY.

INTERLUDE: A FULL MOON LIGHTS THE STARK, RUGGED LANDSCAPE OF THE ARIZONA DESERT ALONG THE CONTINETAL DIVIDE. IT'S THE WITCHING HOUR -- MIDNIGHT -- AND THE HIGH-FLYING ANGEL IS INDULGING IN A BIT OF EXERCISE.
I LOVE IT UP HERE.
THE SKY ALWAYS CLEARS MY HEAD, RESTORES MY SENSE OF PERSPECTIVE. IT'S MY ELEMENT, MY TRUE... HOME. AT TIMES LIKE THIS, I HATE HAVING TO RETURN TO EARTH.
BUT I DO IT, ALL THE SAME.

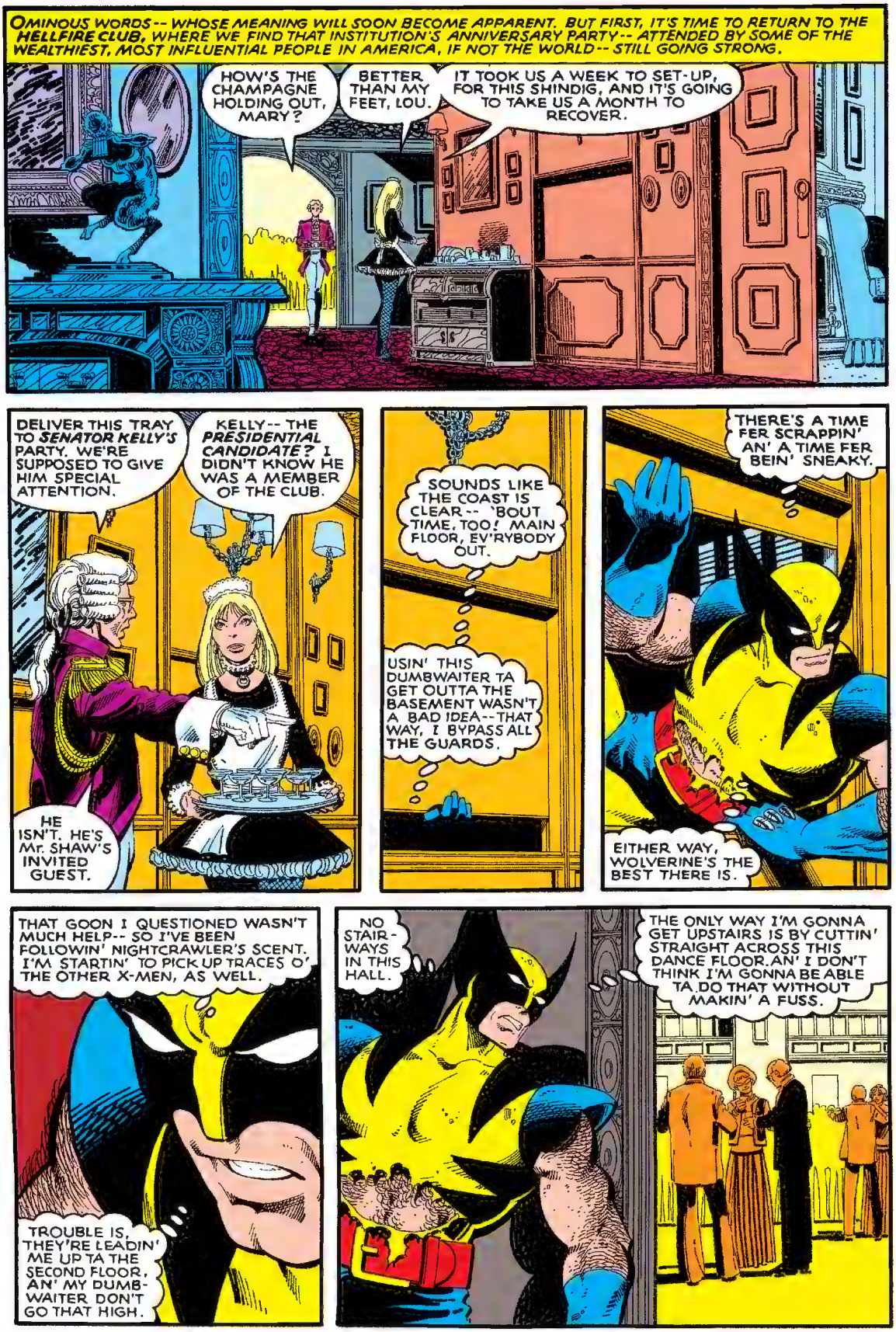

AS WARREN WORTHINGTON III -- RETIRED X-MAN -- DIVES TOWARDS HIS MOUNTAIN-TOP CHALET, HIS FALCON-KEEN EYES AUTOMATICALLY SWEEP THE SURROUNDING COUNTRY-SIDE...
...SEARCHING FOR ANYTHING OUT OF THE ORDINARY, THE MEREST HINT OF TROUBLE.


HE'S A LITTLE DISAPPOINTED WHEN HE FINDS NONE.
AWAITING HIM ON THE VERANDA IS THE X-MEN'S FOUNDER -- THEIR TEACHER AND MENTOR -- PROFESSOR CHARLES XAVIER.
EVENING, PROFESSOR. I GUESS I'M NOT THE ONLY CASE OF INSOMNIA TONIGHT.

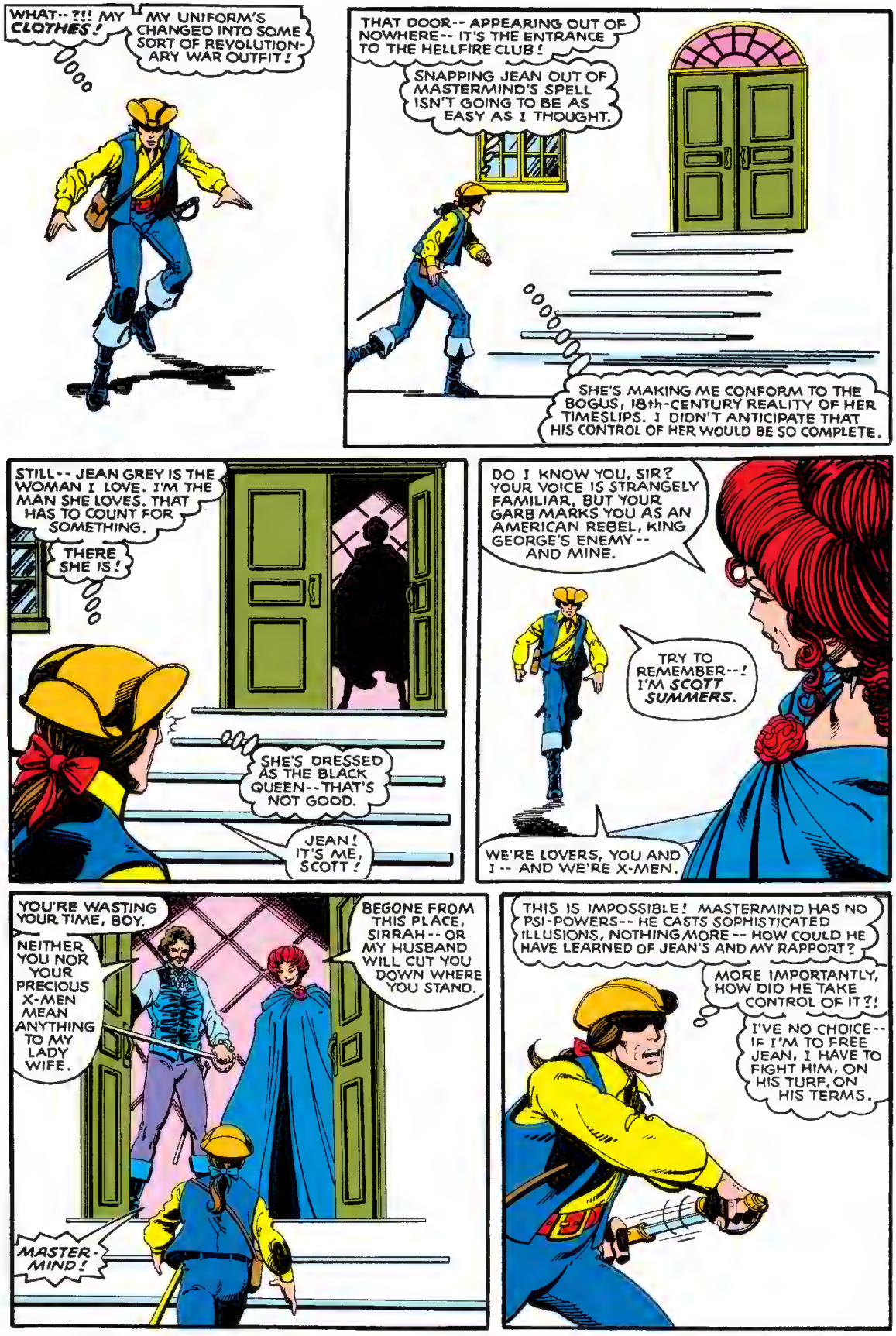

PROFESSOR, YOU'VE BEEN ON EDGE EVER SINCE CYCLOPS TOOK THE X-MEN TO NEW YORK TO CONFRONT THE HELLFIRE CLUB.
HE LEFT YOU BEHIND -- IS THAT WHAT'S BUGGING YOU?


HE HAD GOOD REASON. IF THE TEAM IS FOLLOWING A FALSE LEAD, THEN NO HARM'S DONE. IF THEY HIT PAYDIRT -- AND, HEAVEN FORBID, RUN INTO TROUBLE -- YOU'LL BE SAFE, FREE TO CARRY ON THE FIGHT.
I SHOULD BE WITH THE X-MEN, ANGEL -- MONITORING THEIR PROGRESS, AIDING THEM IN BATTLE AS I DID WITH THE ORIGINAL X-MEN.
I FEEL SO... HELPLESS! I STILL CANNOT RE-ESTABLISH MY MENTAL RAPPORT WITH THE TEAM. I WON'T KNOW WHAT'S HAPPENING TO THEM UNTIL IT'S TOO LATE!
FROM THE BEGINNING, I'VE TRAINED CYCLOPS TO TAKE MY PLACE AS LEADER OF THE X-MEN. BUT WHEN THAT DAY FINALLY CAME...

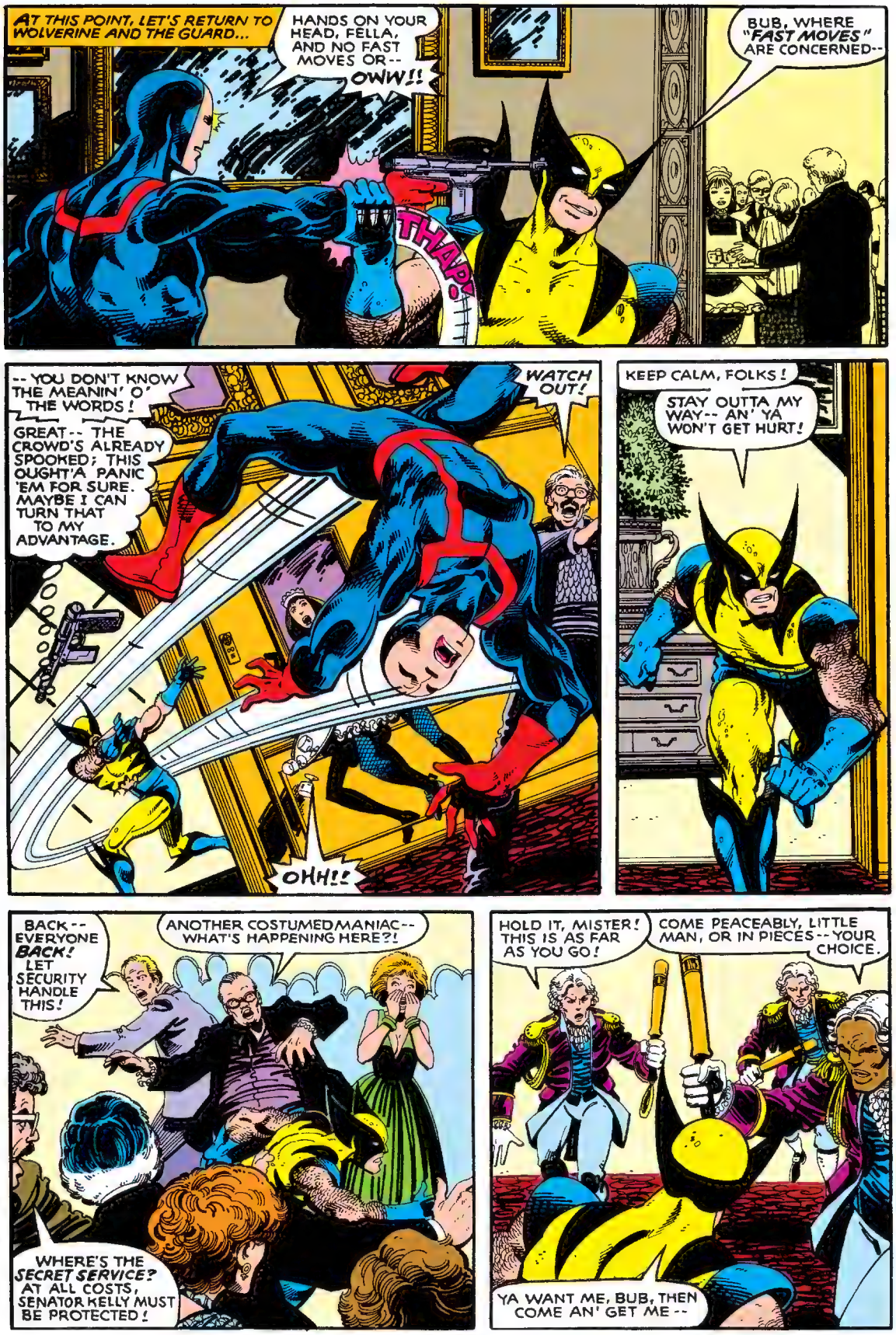
... I FOUND I RESENTED IT. AND HIM. THAT RESENTMENT CAUSED ME TO MAKE SOME TERRIBLE MISTAKES, ANGEL.
I FEAR INNOCENT PEOPLE WILL SUFFER BECAUSE OF THEM.


OMINOUS WORDS -- WHOSE MEANING WILL SOON BECOME APPARENT. BUT FIRST, IT'S TIME TO RETURN TO THE HELLFIRE CLUB, WHERE WE FIND THAT INSTITUTION'S ANNIVERSARY PARTY -- ATTENDED BY SOME OF THE WEALTHIEST, MOST INFLUENTIAL PEOPLE IN AMERICA, IF NOT THE WORLD -- STILL GOING STRONG.
HOW'S THE CHAMPAGNE HOLDING OUT, MARY?
BETTER THAN MY FEET, LOU.
IT TOOK US A WEEK TO SET-UP, FOR THIS SHINDIG, AND IT'S GOING TO TAKE US A MONTH TO RECOVER.
DELIVER THIS TRAY TO SENATOR KELLY'S PARTY. WE'RE SUPPOSED TO GIVE HIM SPECIAL ATTENTION.
KELLY -- THE PRESIDENTIAL CANDIDATE? I DIDN'T KNOW HE WAS A MEMBER OF THE CLUB.
HE ISN'T. HE'S Mr. SHAW'S INVITED GUEST.
SOUNDS LIKE THE COAST IS CLEAR -- 'BOUT TIME, TOO! MAIN FLOOR, EV'RYBODY OUT.
USIN' THIS DUMBWAITER TA GET OUTTA THE BASEMENT WASN'T A BAD IDEA -- THAT WAY, I BYPASS ALL THE GUARDS.
THERE'S A TIME FER SCRAPPIN' AN' A TIME FER BEIN' SNEAKY.
EITHER WAY, WOLVERINE'S THE BEST THERE IS.
THAT GOON I QUESTIONED WASN'T MUCH HELP -- SO I'VE BEEN FOLLOWIN' NIGHTCRAWLER'S SCENT. I'M STARTIN' TO PICK UP TRACES O' THE OTHER X-MEN, AS WELL.
TROUBLE IS, THEY'RE LEADIN' ME UP TA THE SECOND FLOOR, AN' MY DUMB-WAITER DON'T GO THAT HIGH.
NO STAIR-WAYS IN THIS HALL.
THE ONLY WAY I'M GONNA GET UPSTAIRS IS BY CUTTIN' STRAIGHT ACROSS THIS DANCE FLOOR. AN' I DON'T THINK I'M GONNA BE ABLE TA DO THAT WITHOUT MAKIN' A FUSS.

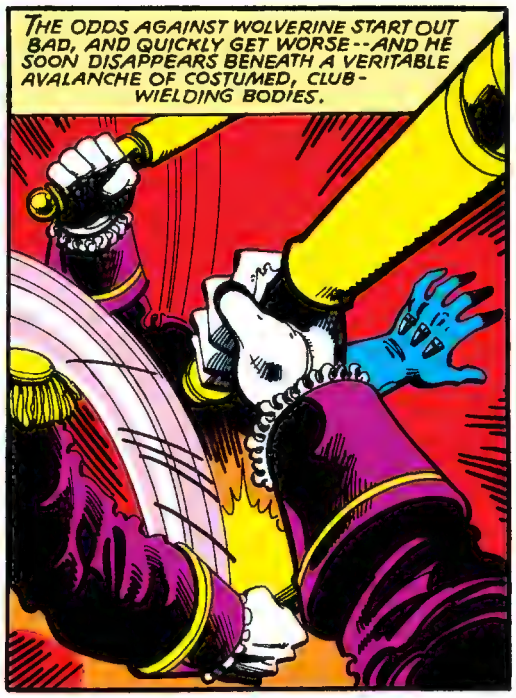
FREEZE, SUCKER!
Whoops!
MEANWHILE...
YOU'RE FAR MORE VIVACIOUS, AND EXCITING, THAN YOUR PREDECESSOR, THE WHITE QUEEN. I LIKE THAT.
I'M GLAD, SQUIRE LELAND. I LIKE YOU.
JEAN'S FLIRTING WITH THEM ALL. MASTERMIND'S GIVEN HER THE INSTINCTS OF A MINX.
BUT I CAN'T-- I DAREN'T-- THINK ABOUT THAT. I'VE GOT TO FOCUS ON THE JOB AT HAND, NOTHING ELSE.
IF I CAN REACH JEAN THROUGH OUR PRIVATE RAPPORT, MAYBE I CAN SHATTER THE TIMESLIP ILLUSION MASTERMIND HAS CREATED.
IT'S A LONGSHOT, CYCLOPS KNOWS-- AN ALL-OR-NOTHING GAMBIT. BUT HE HAS NO ALTERNATIVE.
FOR A LONG TIME-- TO CYCLOPS, AN ETERNITY-- NOTHING HAPPENS. AND THEN...
THE FACE MASK-- IT'S GONE! I'M WEARING MY VISOR AGAIN-- I CAN SEE!
MY GAMBLE'S PAYING OFF!
EITHER THAT, OR I'M GOING CRAZY. I'M NOT JEAN OR PROFESSOR X-- I'VE NEVER TRIED A STUNT LIKE THIS BEFORE. FOR ALL I KNOW, I COULD BE IMAGINING EVERYTHING.
I'VE GOT TO THINK POSITIVELY! NO WAY MY IMAGINATION COULD COME UP WITH A PLACE AS WEIRD AS THIS.
THE ROOM-- THE OTHERS-- HAVE DISAPPEARED. I MUST BE ON WHAT JEAN CALLS THE "ASTRAL PLANE."
I'VE MADE IT THIS FAR-- I HOPE-- BUT WHERE DO I GO FROM HERE?!

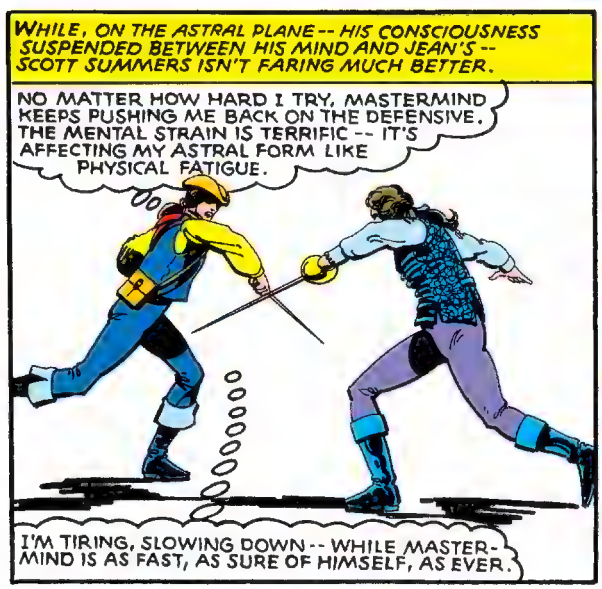

WHAT--?!! MY CLOTHES!
MY UNIFORM'S CHANGED INTO SOME SORT OF REVOLUTIONARY WAR OUTFIT!
THAT DOOR-- APPEARING OUT OF NOWHERE-- IT'S THE ENTRANCE TO THE HELLFIRE CLUB!
SNAPPING JEAN OUT OF MASTERMIND'S SPELL ISN'T GOING TO BE AS EASY AS I THOUGHT.
SHE'S MAKING ME CONFORM TO THE BOGUS, 18th-CENTURY REALITY OF HER TIMESLIPS. I DIDN'T ANTICIPATE THAT HIS CONTROL OF HER WOULD BE SO COMPLETE.
STILL-- JEAN GREY IS THE WOMAN I LOVE. I'M THE MAN SHE LOVES. THAT HAS TO COUNT FOR SOMETHING.
THERE SHE IS!
SHE'S DRESSED AS THE BLACK QUEEN--THAT'S NOT GOOD.
JEAN! IT'S ME, SCOTT!
DO I KNOW YOU, SIR? YOUR VOICE IS STRANGELY FAMILIAR, BUT YOUR GARB MARKS YOU AS AN AMERICAN REBEL, KING GEORGE'S ENEMY-- AND MINE.
TRY TO REMEMBER--! I'M SCOTT SUMMERS.
WE'RE LOVERS, YOU AND I -- AND WE'RE X-MEN.
YOU'RE WASTING YOUR TIME, BOY.
NEITHER YOU NOR YOUR PRECIOUS X-MEN MEAN ANYTHING TO MY LADY WIFE.
BEGONE FROM THIS PLACE, SIRRAH-- OR MY HUSBAND WILL CUT YOU DOWN WHERE YOU STAND.
MASTER-MIND!
THIS IS IMPOSSIBLE! MASTERMIND HAS NO PSI-POWERS-- HE CASTS SOPHISTICATED ILLUSIONS, NOTHING MORE-- HOW COULD HE HAVE LEARNED OF JEAN'S AND MY RAPPORT?
MORE IMPORTANTLY, HOW DID HE TAKE CONTROL OF IT?!
I'VE NO CHOICE-- IF I'M TO FREE JEAN, I HAVE TO FIGHT HIM, ON HIS TURF, ON HIS TERMS.

EN GARDE, "SIR JASON"!
OHO! THE STRIPLING BARES HIS FANGS AND IMITATES THE ACTION OF THE TIGER.
POOR BOY-- YOU'VE PLAYED RIGHT INTO MY HANDS!
I'VE KNOWN OF YOUR PRECIOUS RAPPORT FROM THE MOMENT IT WAS ESTABLISHED. I KNEW YOU'D TRY TO REACH JEAN THROUGH IT. IN FACT, I WAS COUNTING ON YOU DOING PRECISELY THAT!
BUT HOW?!
YOU'VE NEVER POSSESSED THESE KINDS OF PSYCHIC POWERS!
LET THAT REMAIN MY SECRET, CYCLOPS.
WHEN I SLAY YOU IN THIS DUEL, YOUR RAPPORT--JEAN GREY'S FINAL LINK WITH THE X-MEN AND THE VIRTUOUS LIFE SHE ONCE LED--
--WILL BE SEVERED!
THEN, SHE WILL TRULY BE MINE-- BODY AND SOUL! TOGETHER, WE SHALL RULE FIRST THE HELLFIRE CLUB--
--AND THEN THE WORLD!
THE ODDS IN THIS DUEL ARE ALL IN MASTER-MIND'S FAVOR. HE KNOWS HOW TO USE A SWORD. I DON'T.
VERY NICE MOVE, CYCLOPS-- SWITCHING SWORD HANDS LIKE THAT, TRYING TO THROW ME OFF BALANCE.
YOU MAY BE A NOVICE, BUT YOU LEARN QUICKLY.
UNFORTUNATELY-- NOT QUICKLY ENOUGH TO SAVE YOU.
I WENT FOR BROKE THAT TIME, AND HE PARRIED MY ATTACK EASILY. HE'S TOYING WITH US, POSITIVE HE CAN KILL ME WHENEVER HE FEELS LIKE IT.
AND I'M AFRAID HE MAY BE RIGHT!

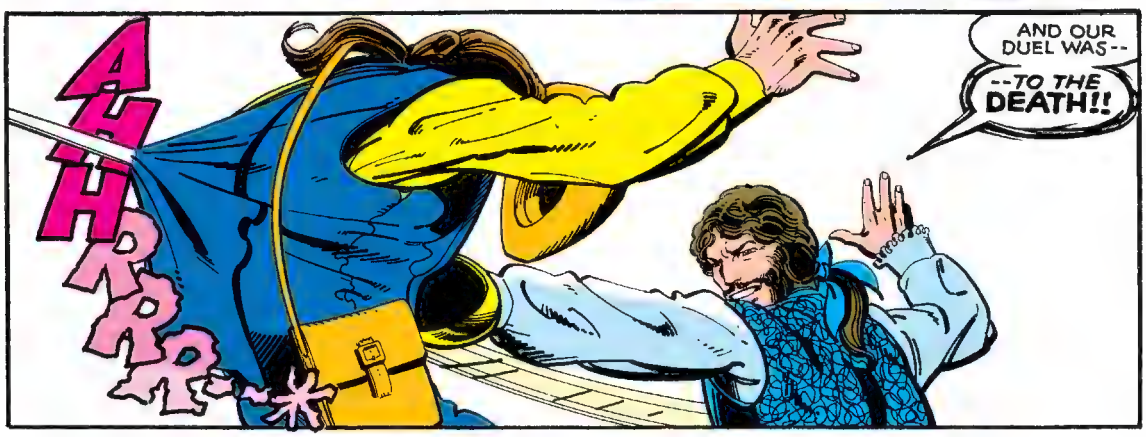

AT THIS POINT, LET'S RETURN TO WOLVERINE AND THE GUARD...
HANDS ON YOUR HEAD, FELLA, AND NO FAST MOVES OR--
OWW!!
THAP!
BUB, WHERE "FAST MOVES" ARE CONCERNED--
-- YOU DON'T KNOW THE MEANIN' O' THE WORDS!
GREAT-- THE CROWD'S ALREADY SPOOKED; THIS OUGHT'A PANIC 'EM FOR SURE. MAYBE I CAN TURN THAT TO MY ADVANTAGE.
WATCH OUT!
OHH!!
KEEP CALM, FOLKS!
STAY OUTTA MY WAY-- AN' YA WON'T GET HURT!
BACK-- EVERYONE BACK! LET SECURITY HANDLE THIS!
ANOTHER COSTUMED MANIAC-- WHAT'S HAPPENING HERE?!
WHERE'S THE SECRET SERVICE? AT ALL COSTS, SENATOR KELLY MUST BE PROTECTED!
HOLD IT, MISTER! THIS IS AS FAR AS YOU GO!
COME PEACEABLY, LITTLE MAN, OR IN PIECES-- YOUR CHOICE.
YA WANT ME, BUB, THEN COME AN' GET ME--

--IF YA CAN!!
I'D BETTER COOL IT WITH MY CLAWS AGAINST THESE BOZOS.
THEY MIGHT BE "INNER CIRCLE" MERCENARIES-- BUT THEY MIGHT ALSO BE LEGIT CLUB EMPLOYEES, OR RENT-A-COPS, OR EVEN SECRET SERVICE. CARVIN' 'EM UP COULD CREATE MORE HASSLES THAN IT SOLVES.


THE ODDS AGAINST WOLVERINE START OUT BAD, AND QUICKLY GET WORSE--AND HE SOON DISAPPEARS BENEATH A VERITABLE AVALANCHE OF COSTUMED, CLUB-WIELDING BODIES.


WHILE, ON THE ASTRAL PLANE-- HIS CONSCIOUSNESS SUSPENDED BETWEEN HIS MIND AND JEAN'S-- SCOTT SUMMERS ISN'T FARING MUCH BETTER.
NO MATTER HOW HARD I TRY, MASTERMIND KEEPS PUSHING ME BACK ON THE DEFENSIVE. THE MENTAL STRAIN IS TERRIFIC -- IT'S AFFECTING MY ASTRAL FORM LIKE PHYSICAL FATIGUE.
I'M TIRING, SLOWING DOWN-- WHILE MASTER-MIND IS AS FAST, AS SURE OF HIMSELF, AS EVER.

SUDDENLY...
MY SWORD!
IF I WERE A CHIVALROUS MAN, CYCLOPS, I WOULD ALLOW YOU TO SURRENDER, BUT I AM NOT CHIVALROUS.


AHRRR
AND OUR DUEL WAS--
--TO THE DEATH!!

YOU WERE A NOBLE, VALIANT FOE, CYCLOPS -- ALL A HERO COULD HOPE TO BE -- BUT IN THIS CASE, THE BEST MAN WON.
MY FRIENDS -- WHAT HAPPENED?!
CYCLOPS WAS ALL RIGHT A MOMENT AGO. THEN, HE GAVE A GREAT CRY AND COLLAPSED!
HE LIES SO STILL. STORM, COLOSSUS -- HIS CHEST ISN'T MOVING! HE ISN'T BREATHING!
CYCLOPS -- IS DEAD!

NEXT **TOO LATE, THE HEROES!** *A PROLOGUE TO DISASTER!*

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™

A TALE OF TRIUMPH AND TERROR CRAFTED BY
CHRIS CLAREMONT & JOHN BYRNE | TERRY AUSTIN | TOM ORZECHOWSKI, letterer | JIM SALICRUP | JIM SHOOTER
WRITER / CO-PLOTTERS / PENCILER | INKER | BOB SHAREN, colorist | EDITOR | Ed.-IN-CHIEF

## TOO LATE, THE HEROES!

MINUTES AGO, CYCLOPS -- WITHOUT ANY WARNING WHATSOEVER -- COLLAPSED HERE IN THE UPSTAIRS STUDY OF NEW YORK'S LEGENDARY HELLFIRE CLUB. HE LIES SO STILL, BARELY BREATHING, THAT HIS FELLOW X-MEN THINK HE IS DEAD. BUT THEN...

STORM! COLOSSUS! LOOK! CYCLOPS IS ALIVE!

THE WAY I FEEL RIGHT NOW, NIGHTCRAWLER, I WISH I WASN'T.

I TRIED TO CONTACT JEAN, THROUGH THE PSIONIC RAPPORT SHE AND I NOW SHARE, TO FREE HER FROM MASTERMIND'S MENTAL CONTROL -- BUT HE ANTICIPATED MY MOVE. WE MET AND FOUGHT ON THE ASTRAL PLANE...

... AND I LOST. HE "KILLED" MY ASTRAL FORM AND THE SHOCK OF THAT PSYCHIC MURDER ALMOST FINISHED MY PHYSICAL BODY AS WELL.

I TRUST YOU'VE LEARNED YOUR LESSON, CYCLOPS.

JEAN GREY BELONGS TO THE HELLFIRE CLUB, BODY AND SOUL, NOW AND FOREVER!

LF101

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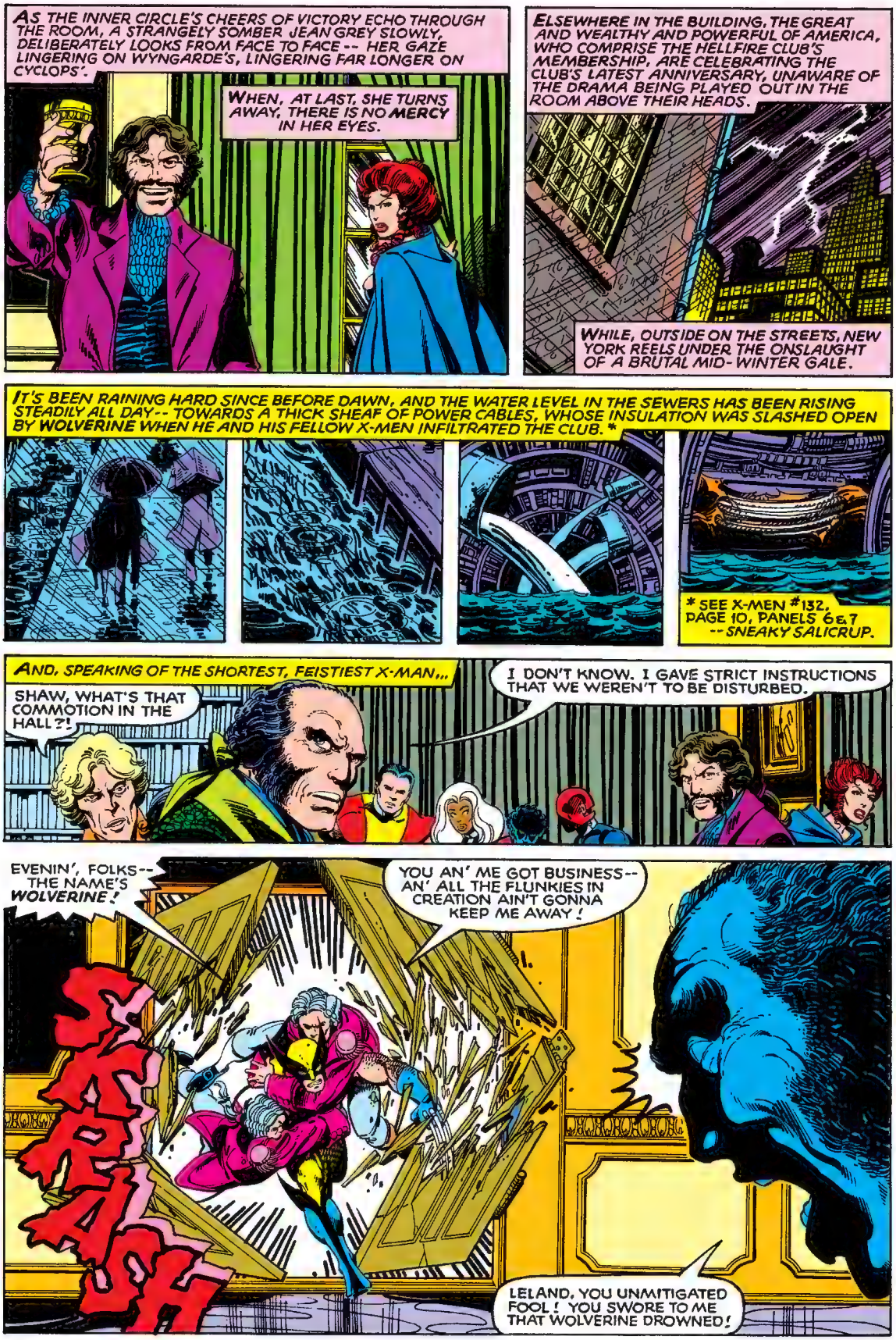
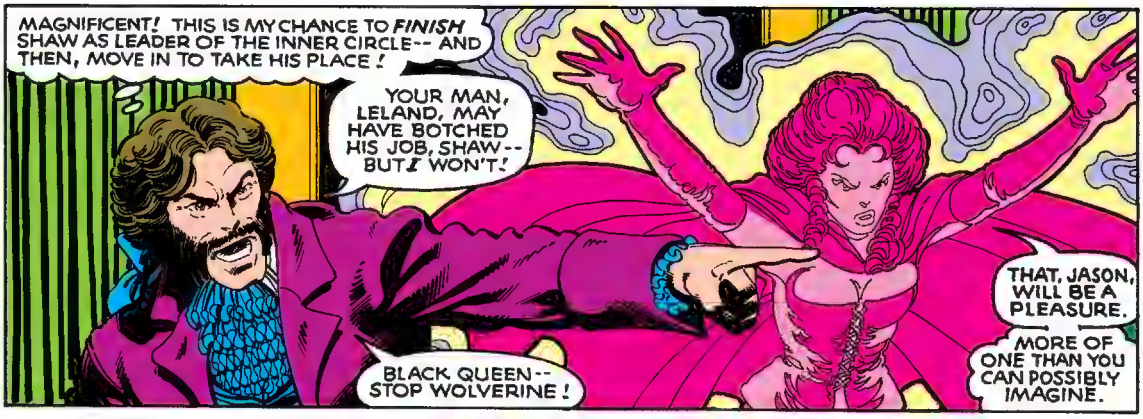
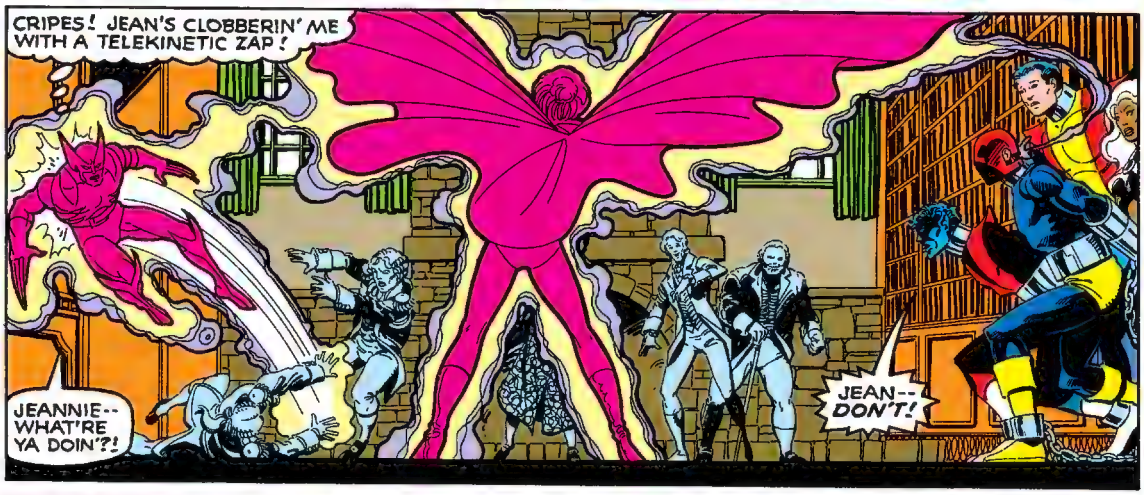
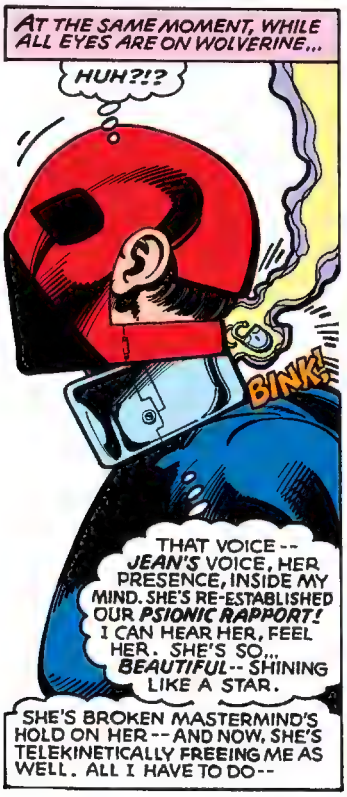
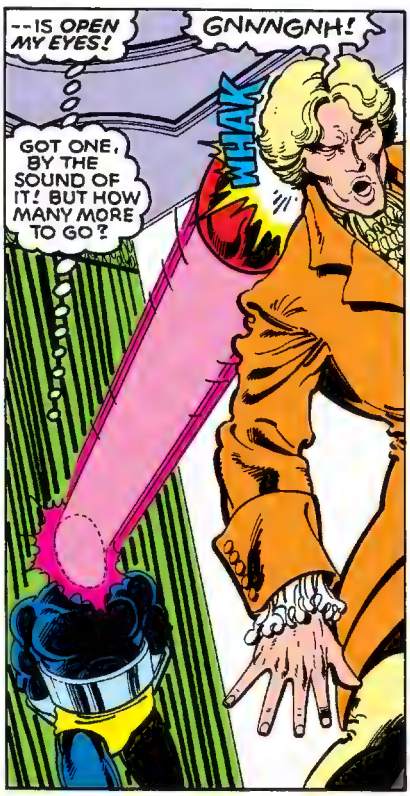
THESE HELPLESS PRISONERS OF THE HELLFIRE CLUB ARE THE UNCANNY X-MEN, THEIR MUTANT POWERS NEUTRALIZED BY INHIBITOR BONDS.
NORMALLY, OUR HEROES LOOK LIKE THIS:
COLOSSUS.
STORM.
NIGHTCRAWLER.
CYCLOPS.
BUT, THANKS TO MASTERMIND'S POWER OF ILLUSION, THEY LOOK LIKE THREE SOLDIERS IN GEORGE WASHINGTON'S CONTINENTAL ARMY AND A TURNCOAT SLAVE...
...TO THIS WOMAN, THE BLACK QUEEN OF THE HELLFIRE CLUB.
IN REALITY, SHE IS JEAN GREY, AN X-MAN--
--BETTER KNOWN AS PHOENIX.
AT THE MOMENT, SHE BELIEVES SHE'S PHYSICALLY SHIFTING IN TIME, RE-LIVING THE LIFE OF AN 18th-CENTURY ANCESTOR.
SHE ISN'T. HER TIME-SLIPS ARE ONLY AN ILLUSION...
...CAUSED BY A MAN JEAN KNOWS AS JASON WYNGARDE.
BUT JASON WYNGARDE IS MERELY A FAÇADE. HE IS ACTUALLY...
...MASTERMIND--THE MUTANT MASTER OF ILLUSION!
MASTERMIND AND THESE THREE MEN ARE MEMBERS OF THE HELLFIRE CLUB'S INNER CIRCLE-- A SUPER-SECRET, SUPER-EXCLUSIVE CLUB WITHIN THE CLUB. THEIR GOAL-- TO RULE THE WORLD.
DONALD PIERCE, CYBORG-- PART HUMAN, PART SUPER-POWERED MACHINE.
HARRY LELAND-- MUTANT.
SEBASTIAN SHAW, CHAIRMAN OF THE INNER CIRCLE-- ALSO A MUTANT.

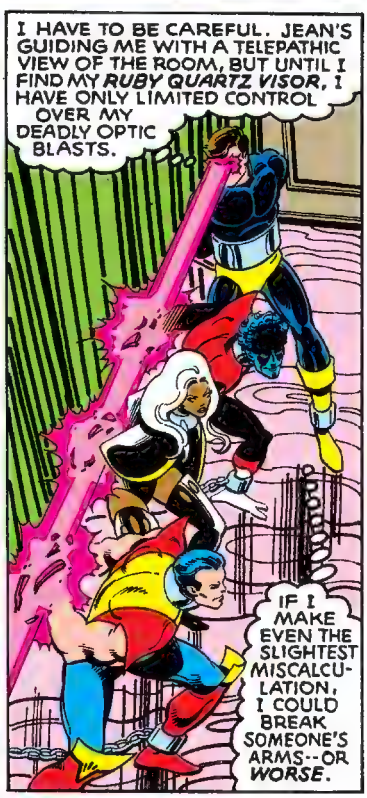

AS THE INNER CIRCLE'S CHEERS OF VICTORY ECHO THROUGH THE ROOM, A STRANGELY SOMBER JEAN GREY SLOWLY, DELIBERATELY LOOKS FROM FACE TO FACE -- HER GAZE LINGERING ON WYNGARDE'S, LINGERING FAR LONGER ON CYCLOPS'.
WHEN, AT LAST, SHE TURNS AWAY, THERE IS NO MERCY IN HER EYES.
ELSEWHERE IN THE BUILDING, THE GREAT AND WEALTHY AND POWERFUL OF AMERICA, WHO COMPRISE THE HELLFIRE CLUB'S MEMBERSHIP, ARE CELEBRATING THE CLUB'S LATEST ANNIVERSARY, UNAWARE OF THE DRAMA BEING PLAYED OUT IN THE ROOM ABOVE THEIR HEADS.
WHILE, OUTSIDE ON THE STREETS, NEW YORK REELS UNDER THE ONSLAUGHT OF A BRUTAL MID-WINTER GALE.
IT'S BEEN RAINING HARD SINCE BEFORE DAWN, AND THE WATER LEVEL IN THE SEWERS HAS BEEN RISING STEADILY ALL DAY -- TOWARDS A THICK SHEAF OF POWER CABLES, WHOSE INSULATION WAS SLASHED OPEN BY WOLVERINE WHEN HE AND HIS FELLOW X-MEN INFILTRATED THE CLUB. *
* SEE X-MEN #132, PAGE 10, PANELS 6&7 -- SNEAKY SALICRUP.
AND, SPEAKING OF THE SHORTEST, FEISTIEST X-MAN...
SHAW, WHAT'S THAT COMMOTION IN THE HALL?!
I DON'T KNOW. I GAVE STRICT INSTRUCTIONS THAT WE WEREN'T TO BE DISTURBED.
EVENIN', FOLKS -- THE NAME'S WOLVERINE!
YOU AN' ME GOT BUSINESS -- AN' ALL THE FLUNKIES IN CREATION AIN'T GONNA KEEP ME AWAY!
SKRAAGH
LELAND, YOU UNMITIGATED FOOL! YOU SWORE TO ME THAT WOLVERINE DROWNED!

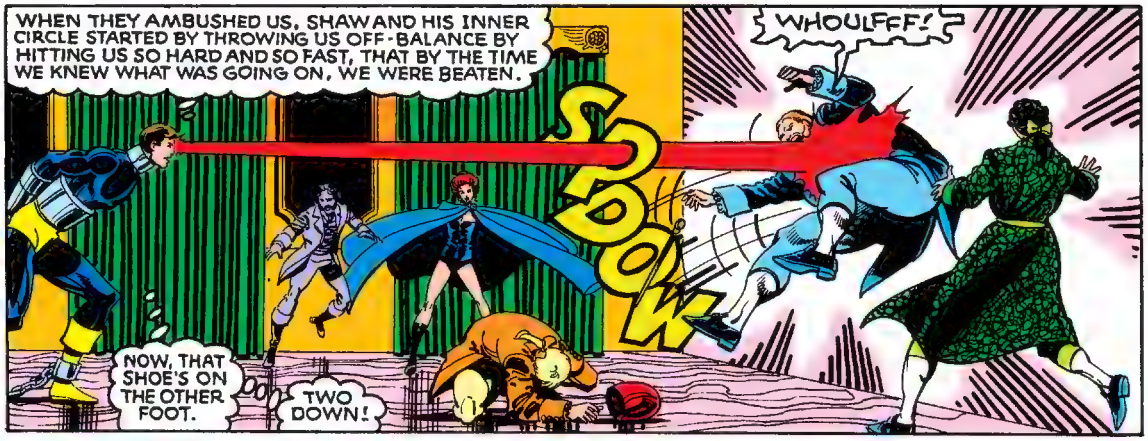

MAGNIFICENT! THIS IS MY CHANCE TO FINISH SHAW AS LEADER OF THE INNER CIRCLE-- AND THEN, MOVE IN TO TAKE HIS PLACE!
YOUR MAN, LELAND, MAY HAVE BOTCHED HIS JOB, SHAW-- BUT I WON'T!
BLACK QUEEN-- STOP WOLVERINE!
THAT, JASON, WILL BE A PLEASURE.
MORE OF ONE THAN YOU CAN POSSIBLY IMAGINE.

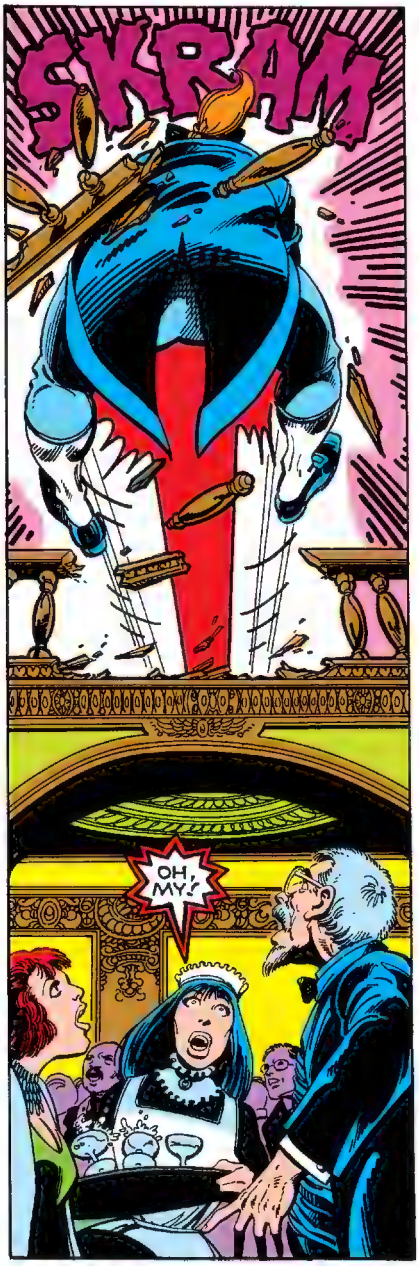

CRIPES! JEAN'S CLOBBERIN' ME WITH A TELEKINETIC ZAP!
JEANNIE-- WHAT'RE YA DOIN'?!
JEAN-- DON'T!

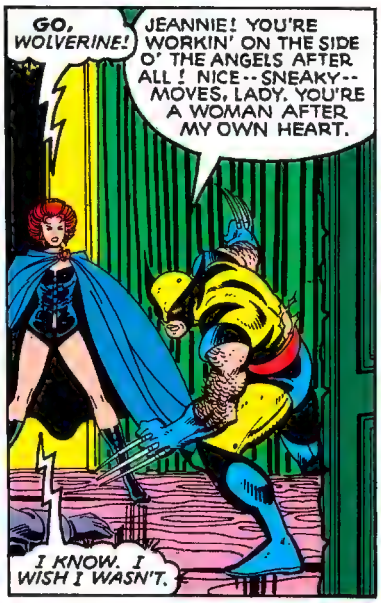

AT THE SAME MOMENT, WHILE ALL EYES ARE ON WOLVERINE...
HUH?!?
BINK!
THAT VOICE-- JEAN'S VOICE, HER PRESENCE, INSIDE MY MIND. SHE'S RE-ESTABLISHED OUR PSIONIC RAPPORT! I CAN HEAR HER, FEEL HER. SHE'S SO... BEAUTIFUL-- SHINING LIKE A STAR.
SHE'S BROKEN MASTERMIND'S HOLD ON HER-- AND NOW, SHE'S TELEKINETICALLY FREEING ME AS WELL. ALL I HAVE TO DO--


--IS OPEN MY EYES!
GNNNGNH!
WHAK
GOT ONE, BY THE SOUND OF IT! BUT HOW MANY MORE TO GO?


I HAVE TO BE CAREFUL. JEAN'S GUIDING ME WITH A TELEPATHIC VIEW OF THE ROOM, BUT UNTIL I FIND MY RUBY QUARTZ VISOR, I HAVE ONLY LIMITED CONTROL OVER MY DEADLY OPTIC BLASTS.
IF I MAKE EVEN THE SLIGHTEST MISCALCULATION, I COULD BREAK SOMEONE'S ARMS--OR WORSE.

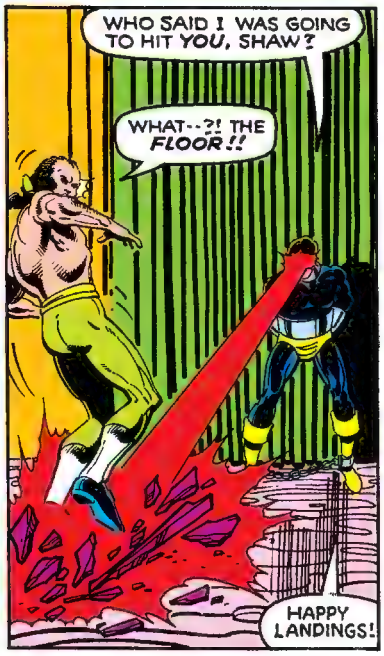

WHEN THEY AMBUSHED US, SHAW AND HIS INNER CIRCLE STARTED BY THROWING US OFF-BALANCE BY HITTING US SO HARD AND SO FAST, THAT BY THE TIME WE KNEW WHAT WAS GOING ON, WE WERE BEATEN.
WHOULFFF!
SBOW
NOW, THAT SHOE'S ON THE OTHER FOOT.
TWO DOWN!

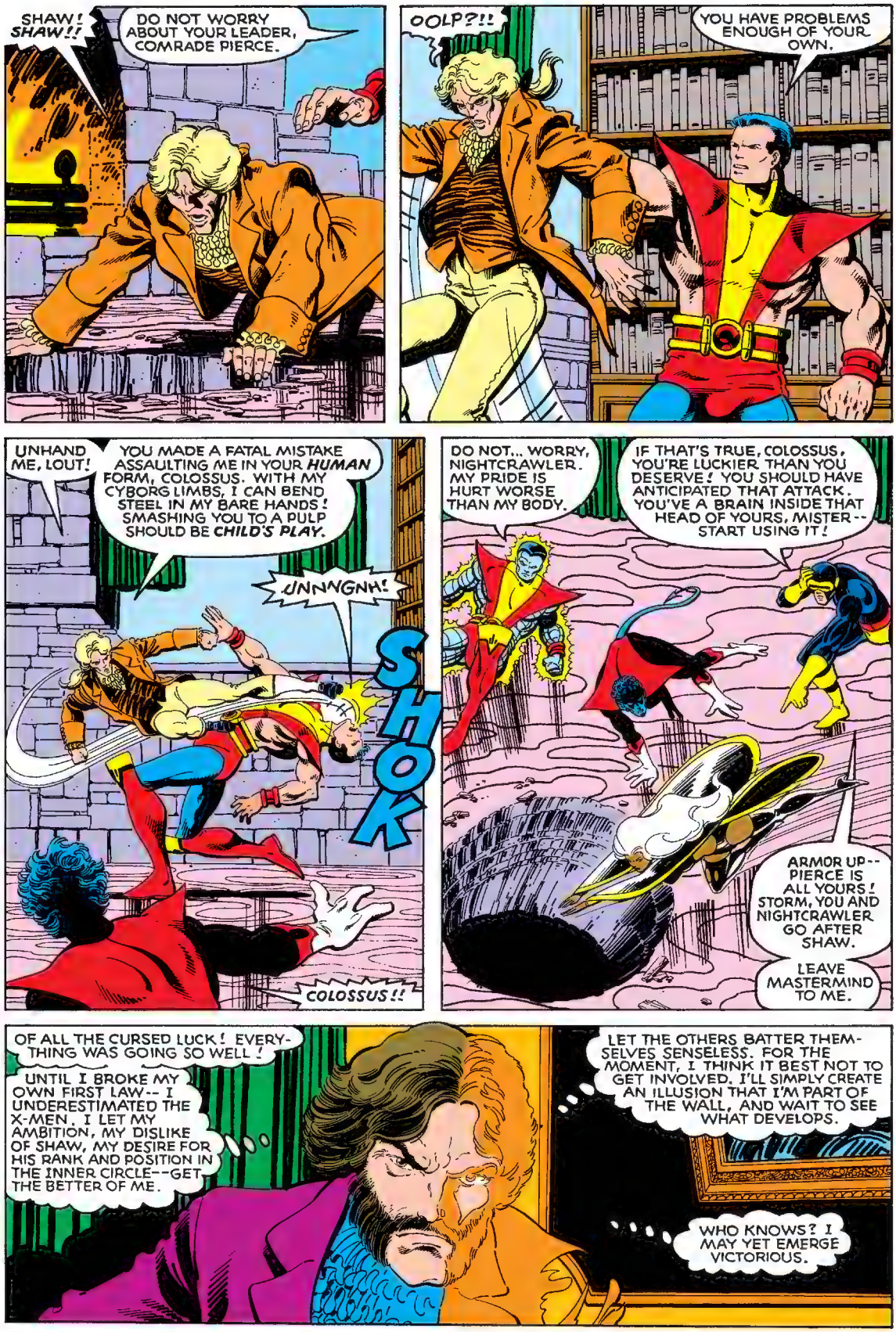

SKRAM
OH, MY!


GO, WOLVERINE!
JEANNIE! YOU'RE WORKIN' ON THE SIDE O' THE ANGELS AFTER ALL! NICE--SNEAKY--MOVES, LADY. YOU'RE A WOMAN AFTER MY OWN HEART.
I KNOW. I WISH I WASN'T.

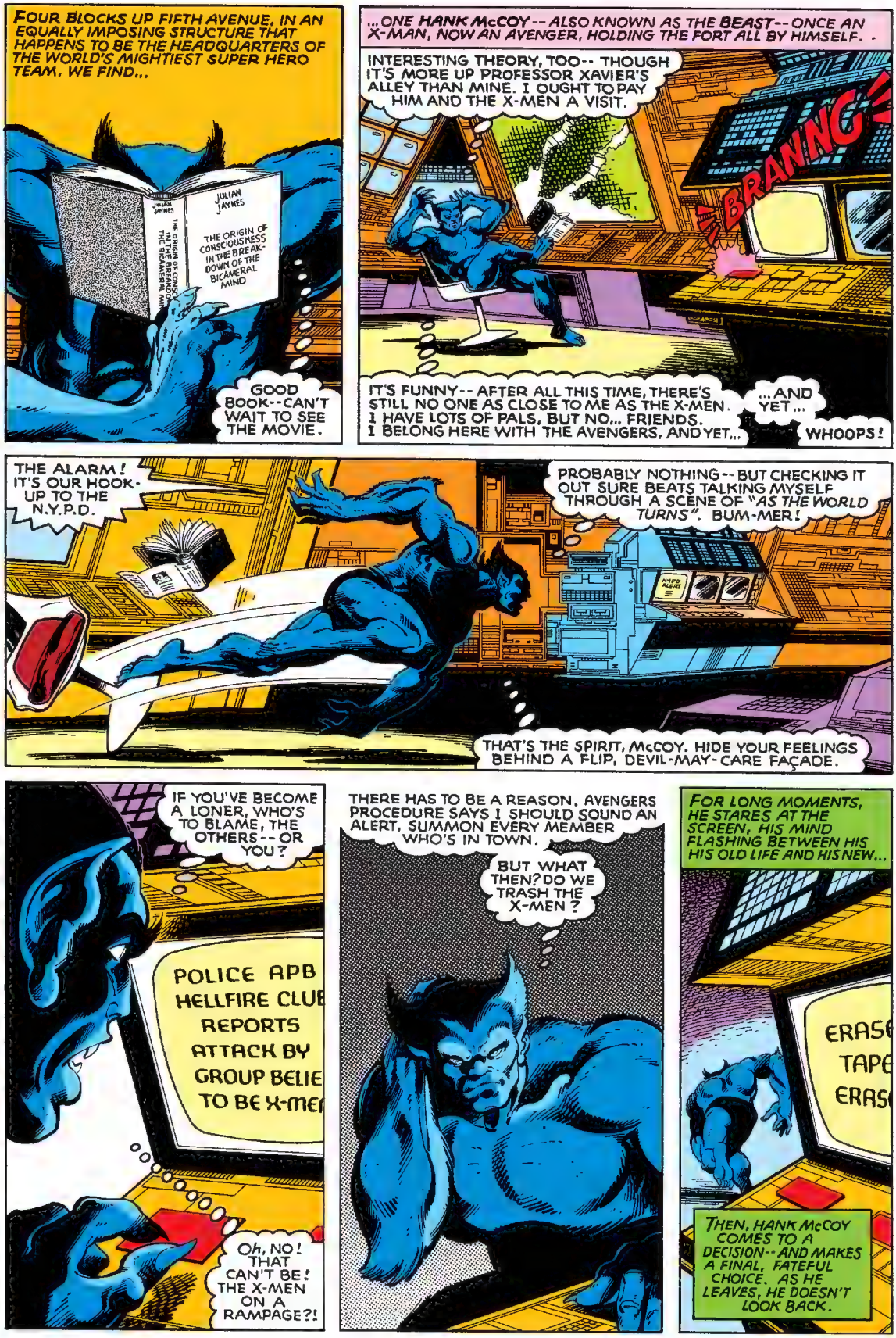
HEY, LELAND! LAST TIME WE TUSSLED, YOU NEARLY TRASHED ME.*
YOU OWE ME A REMATCH, BUB, AN' I'M HERE TA COLLECT. WITH INTEREST!
*X-MEN #132--SCORE-KEEPER SALICRUP.

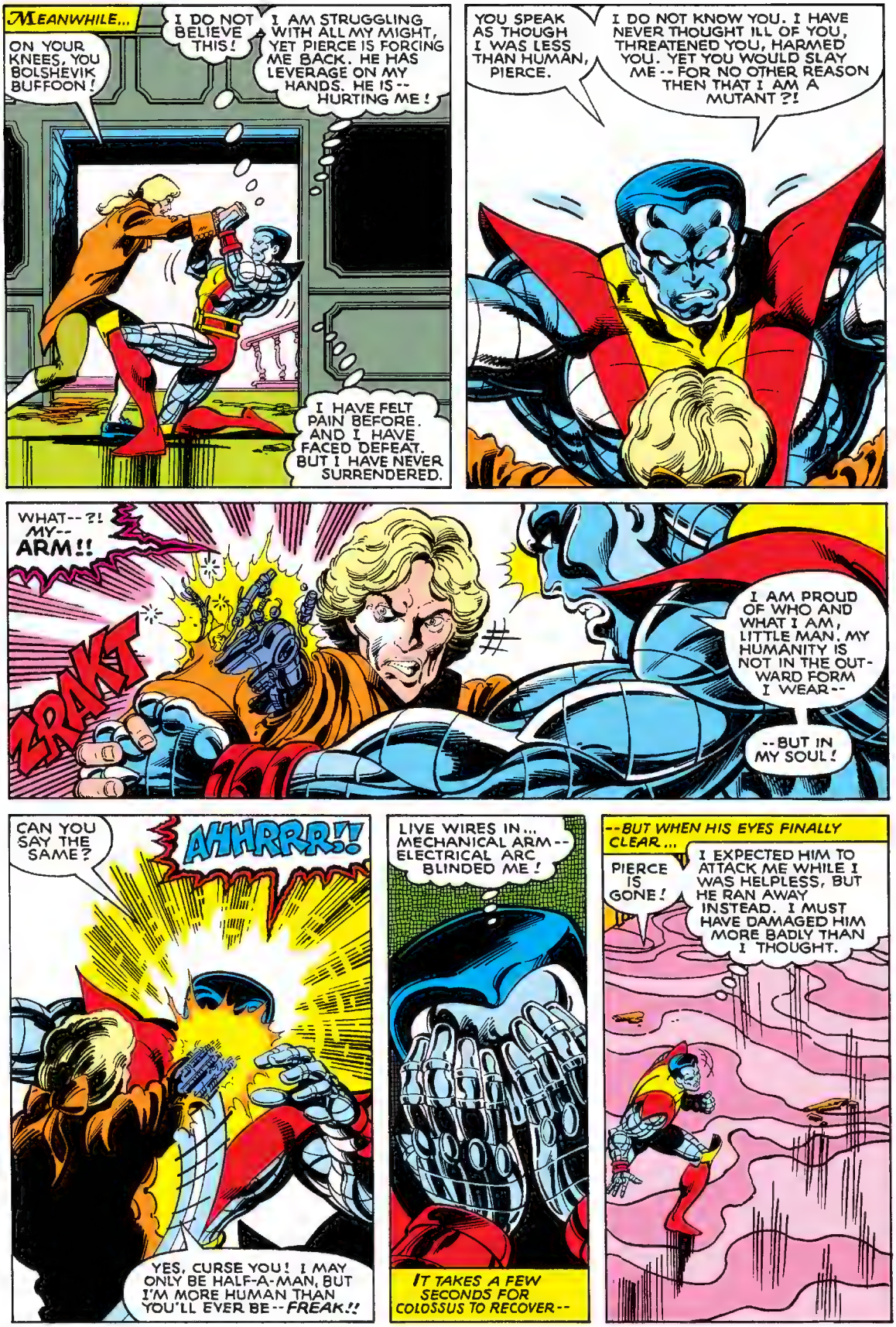
NEVER SAY DIE, eh, CYCLOPS? WE BEAT YOU X-MEN ONCE. WE CAN DO SO AGAIN.
YOUR VAUNTED OPTIC BLASTS MEAN NOTHING TO A MAN CAPABLE OF ABSORBING ALL FORMS OF KINETIC ENERGY. THE HARDER YOU HIT ME--WITH ANYTHING--THE STRONGER I GET!

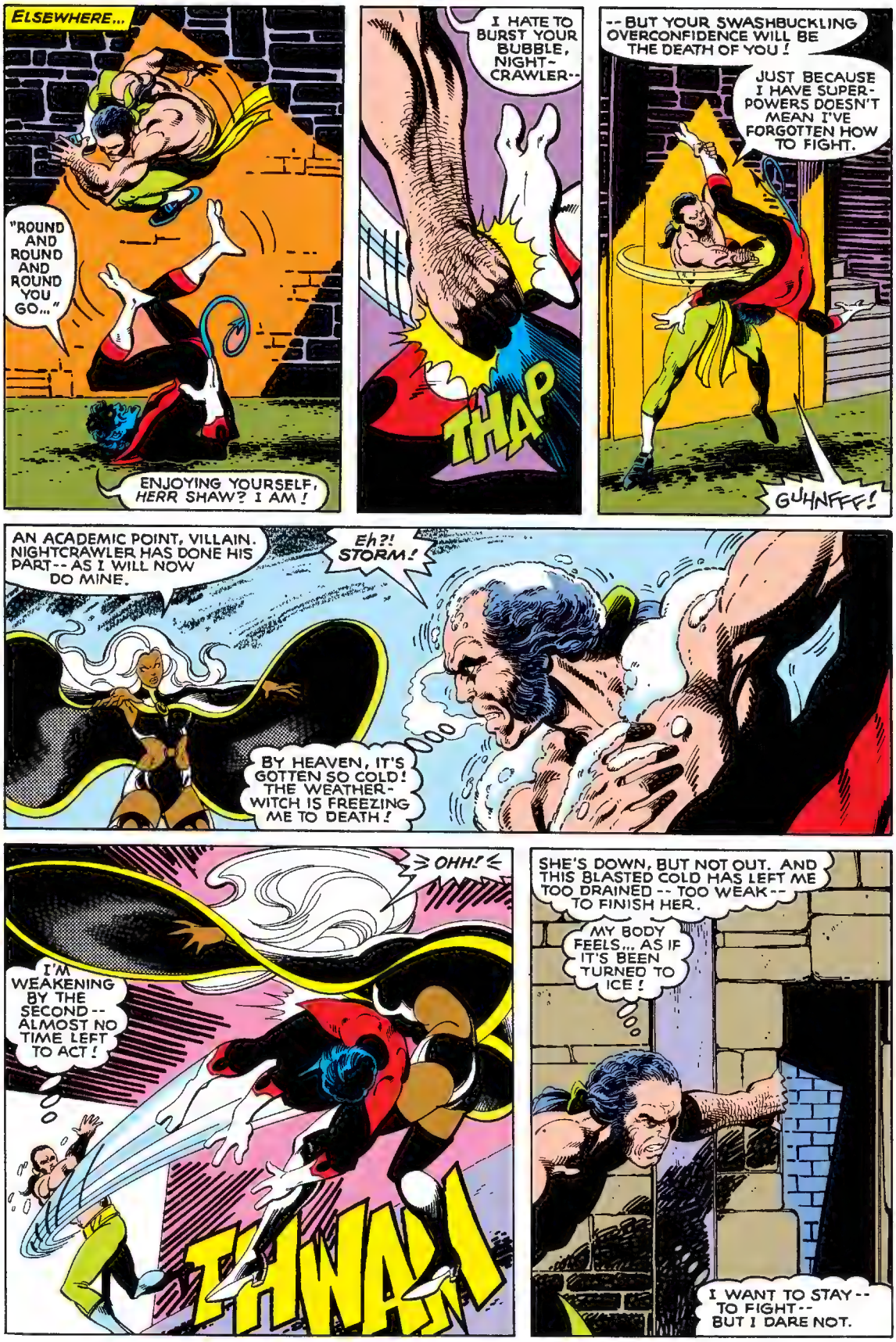

WHO SAID I WAS GOING TO HIT YOU, SHAW?
WHAT--?! THE FLOOR!!
HAPPY LANDINGS!

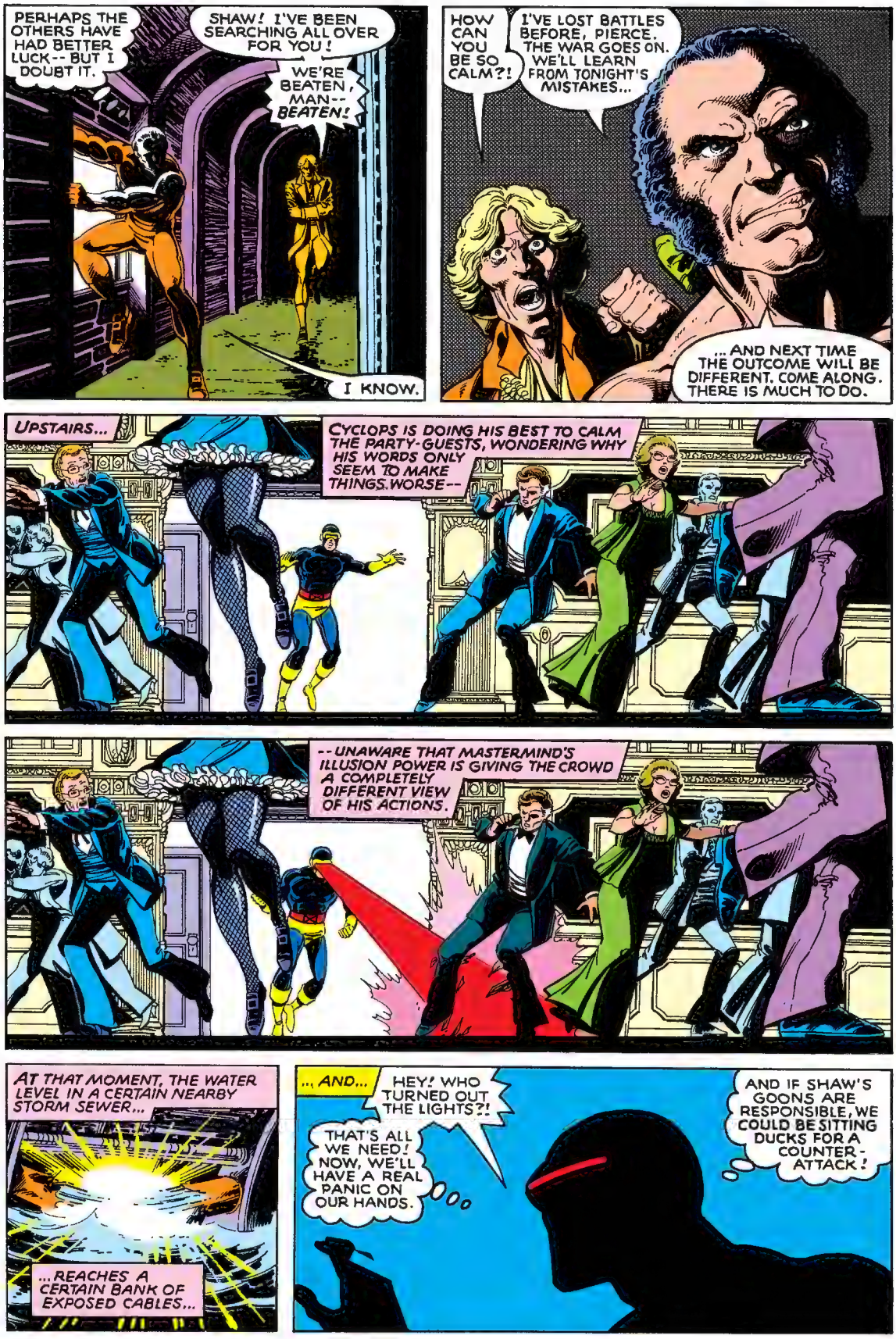

SHAW! SHAW!!
DO NOT WORRY ABOUT YOUR LEADER, COMRADE PIERCE.
OOLP?!!
YOU HAVE PROBLEMS ENOUGH OF YOUR OWN.
UNHAND ME, LOUT!
YOU MADE A FATAL MISTAKE ASSAULTING ME IN YOUR HUMAN FORM, COLOSSUS. WITH MY CYBORG LIMBS, I CAN BEND STEEL IN MY BARE HANDS! SMASHING YOU TO A PULP SHOULD BE CHILD'S PLAY.
UNNNGNH!
SHOK
COLOSSUS!!
DO NOT... WORRY, NIGHTCRAWLER. MY PRIDE IS HURT WORSE THAN MY BODY.
IF THAT'S TRUE, COLOSSUS, YOU'RE LUCKIER THAN YOU DESERVE! YOU SHOULD HAVE ANTICIPATED THAT ATTACK. YOU'VE A BRAIN INSIDE THAT HEAD OF YOURS, MISTER-- START USING IT!
ARMOR UP-- PIERCE IS ALL YOURS! STORM, YOU AND NIGHTCRAWLER GO AFTER SHAW.
LEAVE MASTERMIND TO ME.
OF ALL THE CURSED LUCK! EVERYTHING WAS GOING SO WELL!
UNTIL I BROKE MY OWN FIRST LAW-- I UNDERESTIMATED THE X-MEN. I LET MY AMBITION, MY DISLIKE OF SHAW, MY DESIRE FOR HIS RANK AND POSITION IN THE INNER CIRCLE--GET THE BETTER OF ME.
LET THE OTHERS BATTER THEMSELVES SENSELESS. FOR THE MOMENT, I THINK IT BEST NOT TO GET INVOLVED. I'LL SIMPLY CREATE AN ILLUSION THAT I'M PART OF THE WALL, AND WAIT TO SEE WHAT DEVELOPS.
WHO KNOWS? I MAY YET EMERGE VICTORIOUS.

HEADS UP, TUBBY! AN' SAY YER PRAYERS!
IT'S A MANIAC!
CALL THE POLICE-- HURRY!
DESPERATELY, INSTINCTIVELY, PATHETICALLY LELAND LASHES OUT WITH HIS MUTANT POWER, INCREASING WOLVERINE'S MASS GEOMETRICALLY AS HE FALLS.
NO!
TOO LATE, LELAND REALIZES THAT THAT'S THE LAST THING HE SHOULD HAVE DONE.
NO!!
AT THAT MOMENT, IN ONE OF THE MANY SECRET PASSAGES THAT HONEYCOMB THIS VENERABLE MANHATTAN TOWNHOUSE...
CYCLOPS IS A BORN LEADER, AS GOOD AS I EXPECTED. HE FOUND ONE OPENING, ONE FLAW IN OUR DEFENSES, AND IN A MATTER OF SECONDS HE HAD US ON THE ROPES. I LIKE THAT.
BUT HE HAD HELP-- AND I'VE AN UNCOMFORTABLE FEELING I KNOW FROM WHAT SOURCE. WYNGARDE'S PUPPET, I FEAR, HAS CUT HER STRINGS.
IF THAT'S TRUE, I PITY THE PUPPET MASTER.
WHAT-- NIGHTCRAWLER, TELEPORTING ON TOP OF ME!!
BOO!
STORM SAYS I SHOULDN'T HIT YOU, HERR SHAW. THAT'S FINE WITH ME.
ANYONE CAN PUNCH. NIGHTCRAWLER IS GOING TO CLOBBER YOU IN STYLE.
FOR ALL SHAW'S MUTANT STRENGTH, HE'S STILL ONLY HUMAN. HE'S VULNERABLE TO TEMPERATURE SHIFTS. SO, IF I USE MY ELEMENTAL POWERS TO SURROUND HIM WITH A FIELD OF EXTREME COLD-- A MICRO-BLIZZARD-- I SHOULD BE ABLE TO FREEZE THE FIGHT OUT OF HIM.
WITH A SLIGHT ASSIST FROM STORM, MY FRIEND.


FOUR BLOCKS UP FIFTH AVENUE, IN AN EQUALLY IMPOSING STRUCTURE THAT HAPPENS TO BE THE HEADQUARTERS OF THE WORLD'S MIGHTIEST SUPER HERO TEAM, WE FIND...
JULIAN JAYNES
THE ORIGIN OF CONSCIOUSNESS IN THE BREAK-DOWN OF THE BICAMERAL MIND
GOOD BOOK--CAN'T WAIT TO SEE THE MOVIE.
...ONE HANK McCOY--ALSO KNOWN AS THE BEAST--ONCE AN X-MAN, NOW AN AVENGER, HOLDING THE FORT ALL BY HIMSELF.
INTERESTING THEORY, TOO-- THOUGH IT'S MORE UP PROFESSOR XAVIER'S ALLEY THAN MINE. I OUGHT TO PAY HIM AND THE X-MEN A VISIT.
BRANNG!
IT'S FUNNY--AFTER ALL THIS TIME, THERE'S STILL NO ONE AS CLOSE TO ME AS THE X-MEN. I HAVE LOTS OF PALS, BUT NO... FRIENDS. I BELONG HERE WITH THE AVENGERS, AND YET...
...AND YET...
WHOOPS!
THE ALARM! IT'S OUR HOOK-UP TO THE N.Y.P.D.
PROBABLY NOTHING--BUT CHECKING IT OUT SURE BEATS TALKING MYSELF THROUGH A SCENE OF "AS THE WORLD TURNS". BUM-MER!
THAT'S THE SPIRIT, McCOY. HIDE YOUR FEELINGS BEHIND A FLIP, DEVIL-MAY-CARE FAÇADE.
IF YOU'VE BECOME A LONER, WHO'S TO BLAME, THE OTHERS--OR YOU?
POLICE APB HELLFIRE CLUB REPORTS ATTACK BY GROUP BELIE TO BE X-ME
Oh, NO! THAT CAN'T BE! THE X-MEN ON A RAMPAGE?!
THERE HAS TO BE A REASON. AVENGERS PROCEDURE SAYS I SHOULD SOUND AN ALERT, SUMMON EVERY MEMBER WHO'S IN TOWN.
BUT WHAT THEN? DO WE TRASH THE X-MEN?
FOR LONG MOMENTS, HE STARES AT THE SCREEN, HIS MIND FLASHING BETWEEN HIS HIS OLD LIFE AND HIS NEW...
ERAS
TAPE
ERAS
THEN, HANK McCOY COMES TO A DECISION--AND MAKES A FINAL, FATEFUL CHOICE. AS HE LEAVES, HE DOESN'T LOOK BACK.

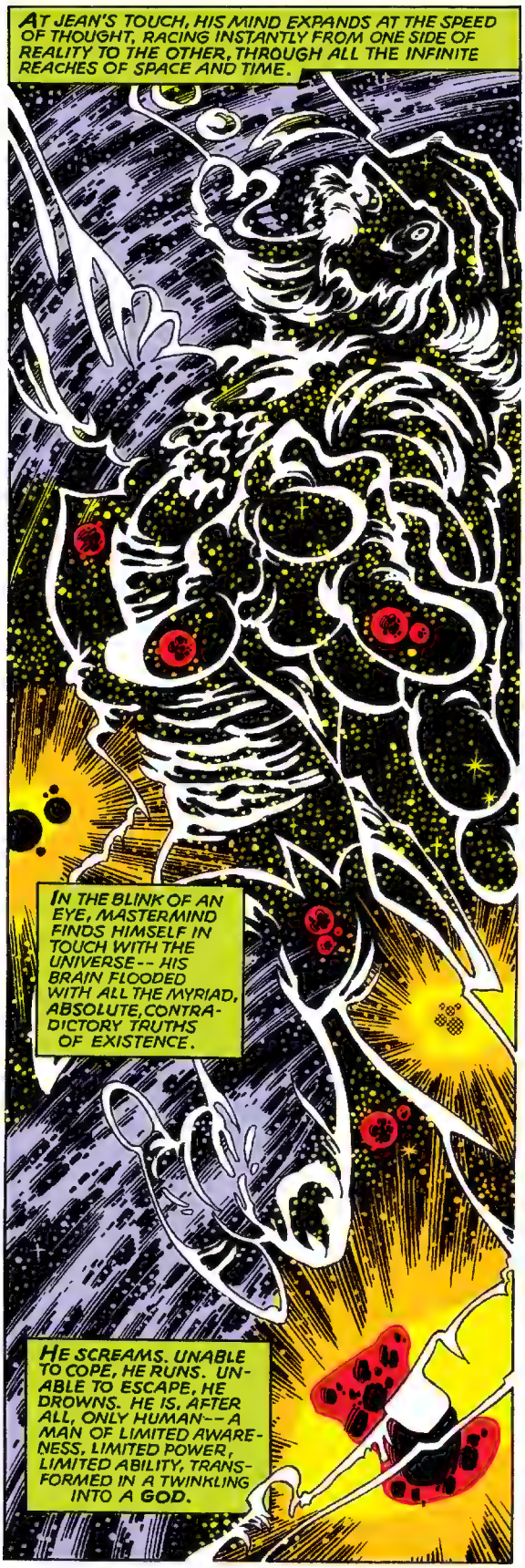

MEANWHILE...
ON YOUR KNEES, YOU BOLSHEVIK BUFFOON!
I DO NOT BELIEVE THIS!
I AM STRUGGLING WITH ALL MY MIGHT, YET PIERCE IS FORCING ME BACK. HE HAS LEVERAGE ON MY HANDS. HE IS -- HURTING ME!
I HAVE FELT PAIN BEFORE. AND I HAVE FACED DEFEAT. BUT I HAVE NEVER SURRENDERED.
YOU SPEAK AS THOUGH I WAS LESS THAN HUMAN, PIERCE.
I DO NOT KNOW YOU. I HAVE NEVER THOUGHT ILL OF YOU, THREATENED YOU, HARMED YOU. YET YOU WOULD SLAY ME -- FOR NO OTHER REASON THEN THAT I AM A MUTANT?!
WHAT--?! MY-- ARM!!
ZRAKT
I AM PROUD OF WHO AND WHAT I AM, LITTLE MAN. MY HUMANITY IS NOT IN THE OUTWARD FORM I WEAR--
--BUT IN MY SOUL!
CAN YOU SAY THE SAME?
AHHRRR!!
YES, CURSE YOU! I MAY ONLY BE HALF-A-MAN, BUT I'M MORE HUMAN THAN YOU'LL EVER BE -- FREAK!!
LIVE WIRES IN... MECHANICAL ARM -- ELECTRICAL ARC BLINDED ME!
IT TAKES A FEW SECONDS FOR COLOSSUS TO RECOVER--
--BUT WHEN HIS EYES FINALLY CLEAR...
PIERCE IS GONE!
I EXPECTED HIM TO ATTACK ME WHILE I WAS HELPLESS, BUT HE RAN AWAY INSTEAD. I MUST HAVE DAMAGED HIM MORE BADLY THAN I THOUGHT.

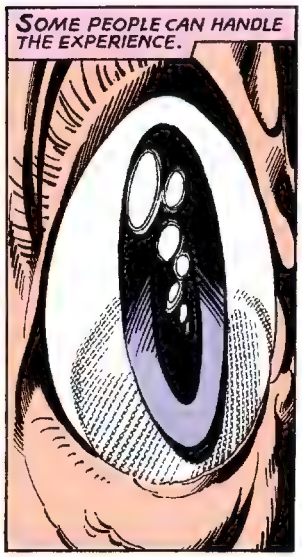

ELSEWHERE...
"ROUND AND ROUND AND ROUND YOU GO..."
ENJOYING YOURSELF, HERR SHAW? I AM!
I HATE TO BURST YOUR BUBBLE, NIGHT-CRAWLER--
THAP
--BUT YOUR SWASHBUCKLING OVERCONFIDENCE WILL BE THE DEATH OF YOU!
JUST BECAUSE I HAVE SUPER-POWERS DOESN'T MEAN I'VE FORGOTTEN HOW TO FIGHT.
GUHNFFF!
AN ACADEMIC POINT, VILLAIN. NIGHTCRAWLER HAS DONE HIS PART-- AS I WILL NOW DO MINE.
Eh?! STORM!
BY HEAVEN, IT'S GOTTEN SO COLD! THE WEATHER-WITCH IS FREEZING ME TO DEATH!
≥OHH!≤
I'M WEAKENING BY THE SECOND -- ALMOST NO TIME LEFT TO ACT!
THWAM!
SHE'S DOWN, BUT NOT OUT. AND THIS BLASTED COLD HAS LEFT ME TOO DRAINED -- TOO WEAK -- TO FINISH HER.
MY BODY FEELS... AS IF IT'S BEEN TURNED TO ICE!
I WANT TO STAY -- TO FIGHT -- BUT I DARE NOT.

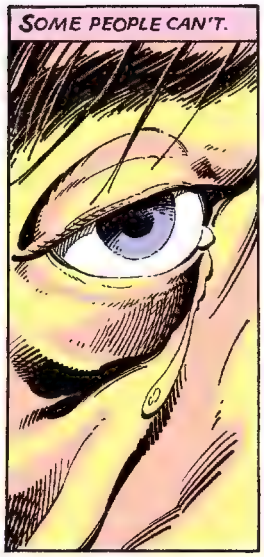

PERHAPS THE OTHERS HAVE HAD BETTER LUCK-- BUT I DOUBT IT.
SHAW! I'VE BEEN SEARCHING ALL OVER FOR YOU!
WE'RE BEATEN, MAN-- BEATEN!
I KNOW.
HOW CAN YOU BE SO CALM?!
I'VE LOST BATTLES BEFORE, PIERCE. THE WAR GOES ON. WE'LL LEARN FROM TONIGHT'S MISTAKES...
...AND NEXT TIME THE OUTCOME WILL BE DIFFERENT. COME ALONG. THERE IS MUCH TO DO.
UPSTAIRS...
CYCLOPS IS DOING HIS BEST TO CALM THE PARTY-GUESTS, WONDERING WHY HIS WORDS ONLY SEEM TO MAKE THINGS WORSE--
--UNAWARE THAT MASTERMIND'S ILLUSION POWER IS GIVING THE CROWD A COMPLETELY DIFFERENT VIEW OF HIS ACTIONS.
AT THAT MOMENT, THE WATER LEVEL IN A CERTAIN NEARBY STORM SEWER...
...REACHES A CERTAIN BANK OF EXPOSED CABLES...
...AND...
HEY! WHO TURNED OUT THE LIGHTS?!
THAT'S ALL WE NEED! NOW, WE'LL HAVE A REAL PANIC ON OUR HANDS.
AND IF SHAW'S GOONS ARE RESPONSIBLE, WE COULD BE SITTING DUCKS FOR A COUNTER-ATTACK!

Y'KNOW, CYKE, WE GOTTA STOP MEETIN' LIKE THIS.
CRIPES, HE STARTLED ME! I WAS ON GUARD-- EXPECTING TROUBLE--YET HE CREPT RIGHT UP BEHIND ME WITHOUT MY NOTICING!
WOLVERINE!
YOU LOOK OKAY. WHAT HAPPENED TO LELAND?
DON'T ASK.
IF THAT MEANS WHAT I THINK IT DOES, PROFESSOR X IS GOING TO HAVE A FIT.
FIND NIGHTCRAWLER AND STORM. WE'RE GETTING OUT OF HERE.
TOO BAD I HATE LEAVIN' A FIGHT HALF-FINISHED.
BUT YOU'RE THE BOSS.
SHE STANDS MOTIONLESS, A SHADOW AMONG SHADOWS, FEELING DARK FIRE CONSUME HER SOUL. HER FACE IS SUPERNALLY CALM. HER FACE LIES.
JEAN GREY IS TERRIFIED-- MORE AFRAID NOW THAN SHE'S EVER BEEN--
--BECAUSE SHE KNOWS WHAT IS HAPPENING TO HER. AND SHE CANNOT STOP IT.
THE HELLFIRE CLUB DID ITS BEST-- AND IT WASN'T GOOD ENOUGH.
I'VE LOST MY TELEPATHIC TAP ON JEAN'S MIND. THAT MEANS SHE MUST HAVE BROKEN MY CONTROL-- BUT HOW? I ANTICIPATED EVERY CONTINGENCY.
SHE LAUGHS TO HERSELF. THE MAN IS SUCH A FOOL. SHE WILL ENJOY WHAT HAPPENS NEXT.
AND, REALIZING THAT, SHE WEEPS.
YOU MADE A MISTAKE, JASON. YOU "SLEW" THE MAN I LOVED BEFORE MY EYES. INSTEAD OF SEVERING MY LAST CONNECTION WITH THE X-MEN, THAT ACTED LIKE A BUCKET OF ICE WATER IN MY FACE.
INSTEAD OF ENSLAVING ME FOREVER, YOU SHOCKED ME AWAKE. YOU SET ME FREE.
TOO LATE.
NO! I COMPENSATED FOR THAT REACTION --MY POWER SHOULD HAVE...
YOUR POWER IS NOTHING!

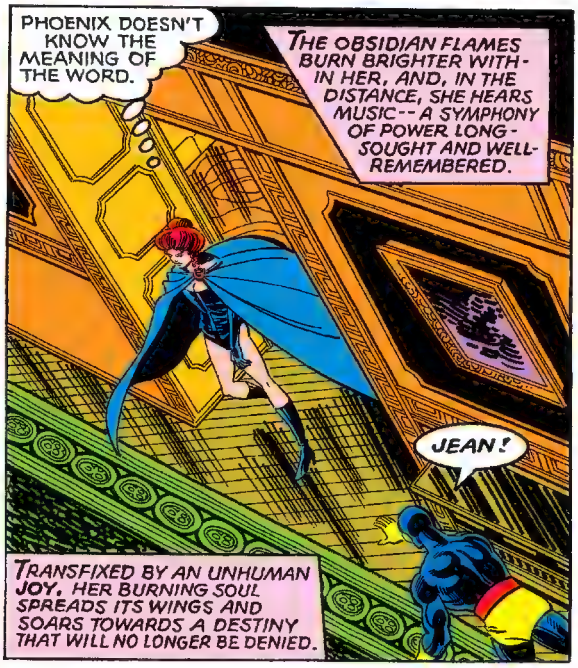
YOU--!!
DO YOU HAVE ANY IDEA WHAT YOU'VE DONE-- WHAT FORCES YOU'VE SET IN MOTION?!!
JEAN--NO! PLEASE!
AAGKGH!
YOU CAME TO ME WHEN I WAS VULNERABLE. YOU FILLED THE EMOTIONAL VOID WITHIN ME. YOU MADE ME TRUST YOU-- PERHAPS EVEN LOVE YOU--
--AND ALL THE WHILE, YOU WERE USING ME!
JEAN--NO MORE-- I BEG YOU!
YOU'RE... KILLING ME!
I INTEND TO DO A LOT WORSE THAN THAT, MASTER-MIND.
BUT, FIRST, I WANT TO KNOW HOW YOU REACHED INTO MY MIND. YOU'RE AN ILLUSIONIST, NOT A TELEPATH.
M-MINDTAP MECHANISM-- WHITE QUEEN'S DESIGN. ALLOWED ME TO PROJECT ILLUSIONS DIRECTLY INTO YOUR MIND...
...AS WELL AS MONITOR YOUR THOUGHTS...
USE A TELEPATH TO ENSNARE A TELEPATH-- INGENIOUS. THIS DEVICE ENABLED YOU TO TAILOR YOUR ILLUSIONS TO FIT MY MOST PRIVATE FANTASIES--THE REPRESSED, DARK SIDE OF MY SOUL.
YOU GAVE ME WHAT I SECRETLY WANTED--
--AND USED THAT TO DESTROY ME!
IT'S ONLY FAIR THAT I RETURN THE COMPLIMENT.
THROUGH ME, YOU SOUGHT POWER.
VERY WELL, THEN, I'LL GRANT YOUR WISH.
NO.
I'LL GIVE YOU POWER, JASON WYNGARDE--
P-PLEASE --NO!
--SUCH AS NO LIVING BEING HAS EVEN DREAMED OF.

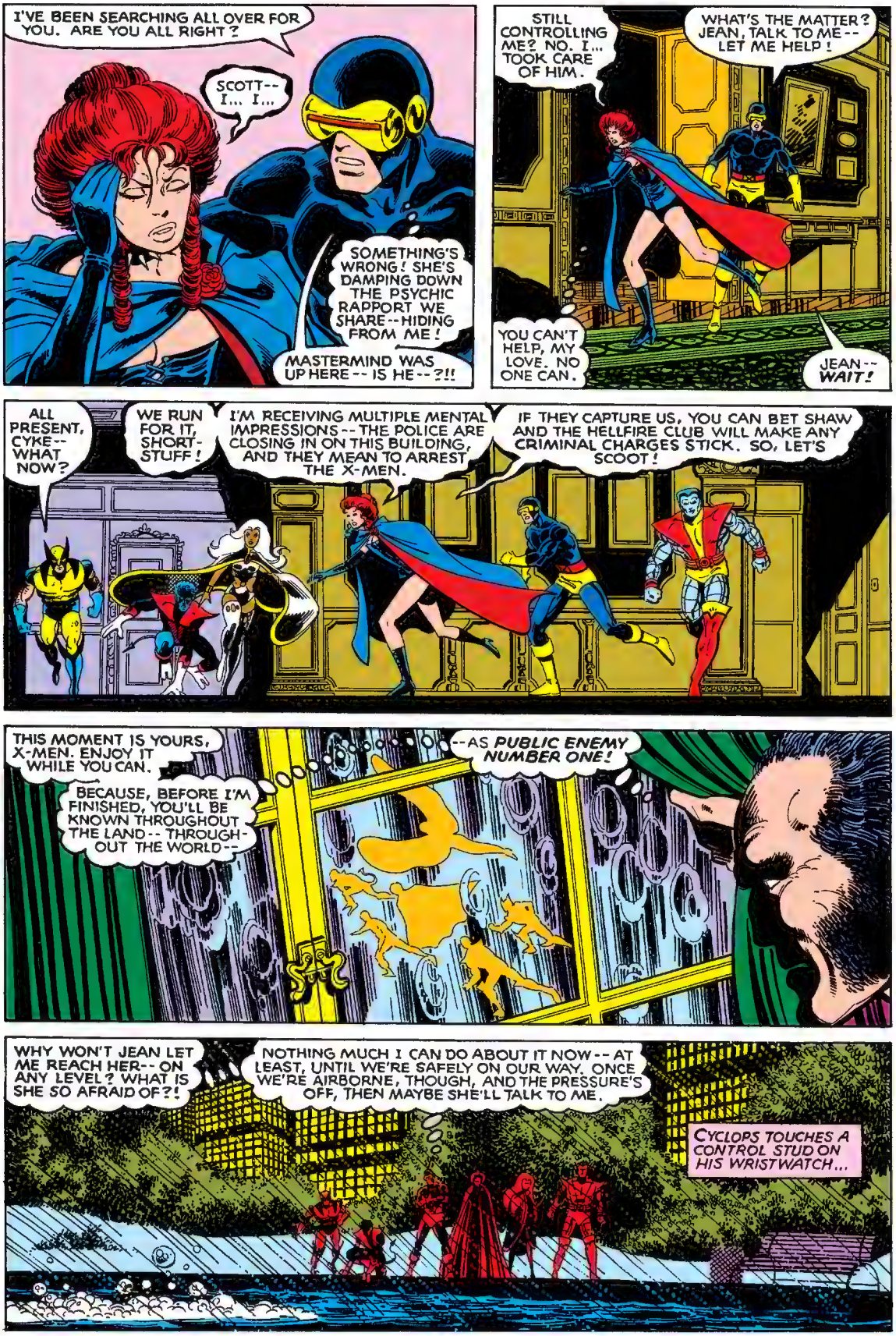

AT JEAN'S TOUCH, HIS MIND EXPANDS AT THE SPEED OF THOUGHT, RACING INSTANTLY FROM ONE SIDE OF REALITY TO THE OTHER, THROUGH ALL THE INFINITE REACHES OF SPACE AND TIME.
IN THE BLINK OF AN EYE, MASTERMIND FINDS HIMSELF IN TOUCH WITH THE UNIVERSE-- HIS BRAIN FLOODED WITH ALL THE MYRIAD, ABSOLUTE, CONTRADICTORY TRUTHS OF EXISTENCE.
HE SCREAMS. UNABLE TO COPE, HE RUNS. UNABLE TO ESCAPE, HE DROWNS. HE IS, AFTER ALL, ONLY HUMAN-- A MAN OF LIMITED AWARENESS, LIMITED POWER, LIMITED ABILITY, TRANSFORMED IN A TWINKLING INTO A GOD.

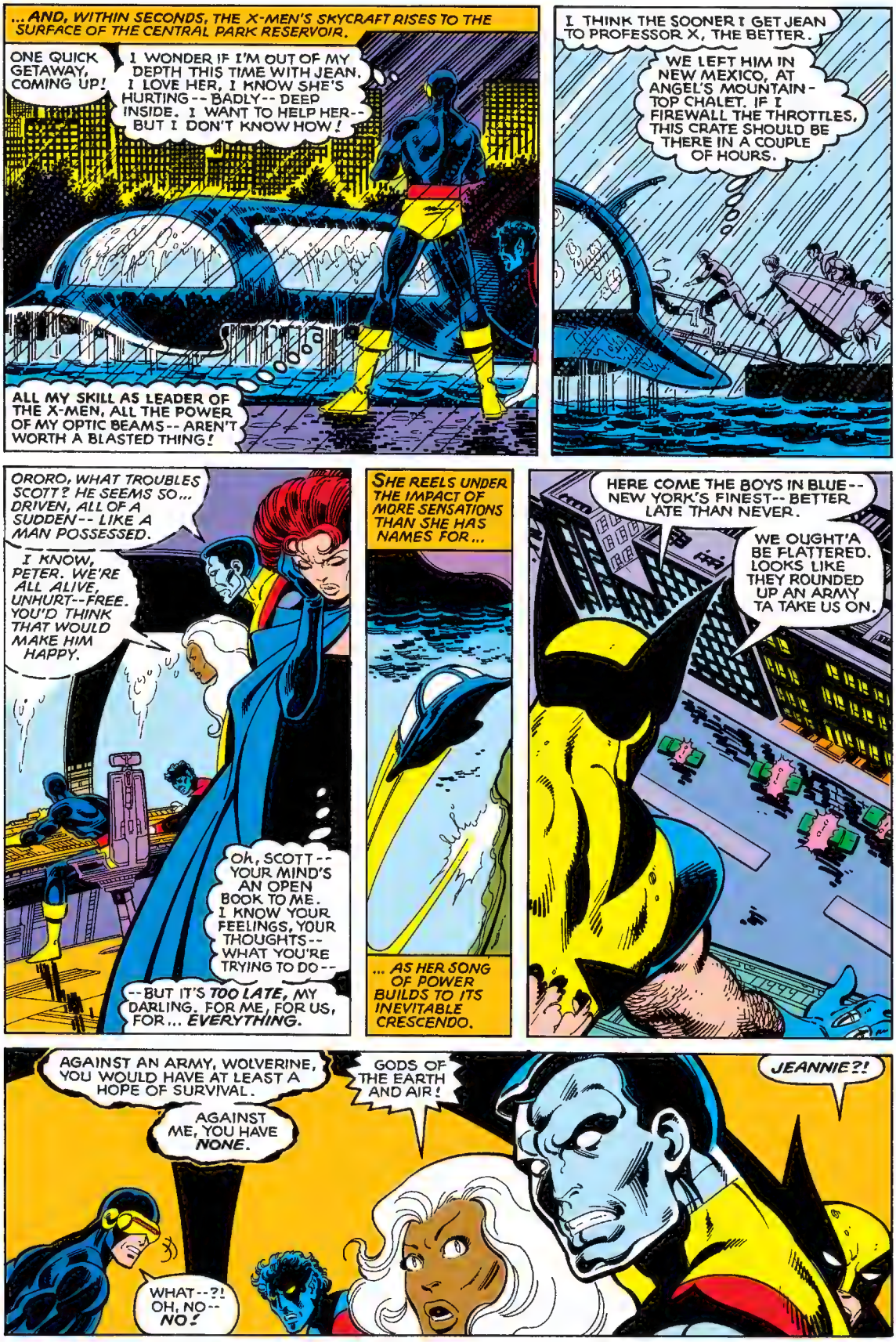

SOME PEOPLE CAN HANDLE THE EXPERIENCE.


SOME PEOPLE CAN'T.

ENJOY YOUR "TRIP", JASON. YOU WON'T BE COMING BACK.
IN A WAY, I ENVY YOU. YOU'RE AT PEACE.


PHOENIX DOESN'T KNOW THE MEANING OF THE WORD.
THE OBSIDIAN FLAMES BURN BRIGHTER WITHIN HER, AND, IN THE DISTANCE, SHE HEARS MUSIC-- A SYMPHONY OF POWER LONG-SOUGHT AND WELL-REMEMBERED.
JEAN!
TRANSFIXED BY AN UNHUMAN JOY, HER BURNING SOUL SPREADS ITS WINGS AND SOARS TOWARDS A DESTINY THAT WILL NO LONGER BE DENIED.


I'VE BEEN SEARCHING ALL OVER FOR YOU. ARE YOU ALL RIGHT?
SCOTT-- I... I...
SOMETHING'S WRONG! SHE'S DAMPING DOWN THE PSYCHIC RAPPORT WE SHARE--HIDING FROM ME!
MASTERMIND WAS UP HERE-- IS HE--?!!
STILL CONTROLLING ME? NO. I... TOOK CARE OF HIM.
WHAT'S THE MATTER? JEAN, TALK TO ME-- LET ME HELP!
YOU CAN'T HELP, MY LOVE. NO ONE CAN.
JEAN-- WAIT!
ALL PRESENT, CYKE-- WHAT NOW?
WE RUN FOR IT, SHORT-STUFF!
I'M RECEIVING MULTIPLE MENTAL IMPRESSIONS-- THE POLICE ARE CLOSING IN ON THIS BUILDING, AND THEY MEAN TO ARREST THE X-MEN.
IF THEY CAPTURE US, YOU CAN BET SHAW AND THE HELLFIRE CLUB WILL MAKE ANY CRIMINAL CHARGES STICK. SO, LET'S SCOOT!
THIS MOMENT IS YOURS, X-MEN. ENJOY IT WHILE YOU CAN.
BECAUSE, BEFORE I'M FINISHED, YOU'LL BE KNOWN THROUGHOUT THE LAND-- THROUGHOUT THE WORLD--
--AS PUBLIC ENEMY NUMBER ONE!
WHY WON'T JEAN LET ME REACH HER-- ON ANY LEVEL? WHAT IS SHE SO AFRAID OF?!
NOTHING MUCH I CAN DO ABOUT IT NOW-- AT LEAST, UNTIL WE'RE SAFELY ON OUR WAY. ONCE WE'RE AIRBORNE, THOUGH, AND THE PRESSURE'S OFF, THEN MAYBE SHE'LL TALK TO ME.
CYCLOPS TOUCHES A CONTROL STUD ON HIS WRISTWATCH...


... AND, WITHIN SECONDS, THE X-MEN'S SKYCRAFT RISES TO THE SURFACE OF THE CENTRAL PARK RESERVOIR.
ONE QUICK GETAWAY, COMING UP!
I WONDER IF I'M OUT OF MY DEPTH THIS TIME WITH JEAN. I LOVE HER, I KNOW SHE'S HURTING -- BADLY -- DEEP INSIDE. I WANT TO HELP HER -- BUT I DON'T KNOW HOW!
ALL MY SKILL AS LEADER OF THE X-MEN, ALL THE POWER OF MY OPTIC BEAMS -- AREN'T WORTH A BLASTED THING!
I THINK THE SOONER I GET JEAN TO PROFESSOR X, THE BETTER.
WE LEFT HIM IN NEW MEXICO, AT ANGEL'S MOUNTAIN-TOP CHALET. IF I FIREWALL THE THROTTLES, THIS CRATE SHOULD BE THERE IN A COUPLE OF HOURS.
ORORO, WHAT TROUBLES SCOTT? HE SEEMS SO... DRIVEN, ALL OF A SUDDEN -- LIKE A MAN POSSESSED.
I KNOW, PETER. WE'RE ALL ALIVE, UNHURT -- FREE. YOU'D THINK THAT WOULD MAKE HIM HAPPY.
OH, SCOTT -- YOUR MIND'S AN OPEN BOOK TO ME. I KNOW YOUR FEELINGS, YOUR THOUGHTS -- WHAT YOU'RE TRYING TO DO --
-- BUT IT'S TOO LATE, MY DARLING. FOR ME, FOR US, FOR ... EVERYTHING.
SHE REELS UNDER THE IMPACT OF MORE SENSATIONS THAN SHE HAS NAMES FOR...
... AS HER SONG OF POWER BUILDS TO ITS INEVITABLE CRESCENDO.
HERE COME THE BOYS IN BLUE -- NEW YORK'S FINEST -- BETTER LATE THAN NEVER.
WE OUGHT'A BE FLATTERED. LOOKS LIKE THEY ROUNDED UP AN ARMY TA TAKE US ON.
AGAINST AN ARMY, WOLVERINE, YOU WOULD HAVE AT LEAST A HOPE OF SURVIVAL.
AGAINST ME, YOU HAVE NONE.
WHAT -- ?! OH, NO -- NO!
GODS OF THE EARTH AND AIR!
JEANNIE?!

NEXT

# Dark Phoenix!

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™

CHRIS CLAREMONT & JOHN BYRNE WRITER / CO-PLOTTERS / PENCILER | TERRY AUSTIN INKER | TOM ORZECHOWSKI, letterer BOB SHAREN, colorist | JIM SALICRUP EDITOR | JIM SHOOTER Ed.-IN-CHIEF

WITNESS THE BIRTH OF A GOD!
HER NAME IS JEAN GREY. A YOUNG WOMAN OF EXTRAORDINARY BEAUTY, STRENGTH, COURAGE, PASSION. A SUPER-POWERED MUTANT TELEPATH/ TELEKINETIC. A CHARTER MEMBER OF THE UNCANNY X-MEN.
NONE OF THAT HAS CHANGED. AND YET-- EVERYTHING HAS CHANGED.

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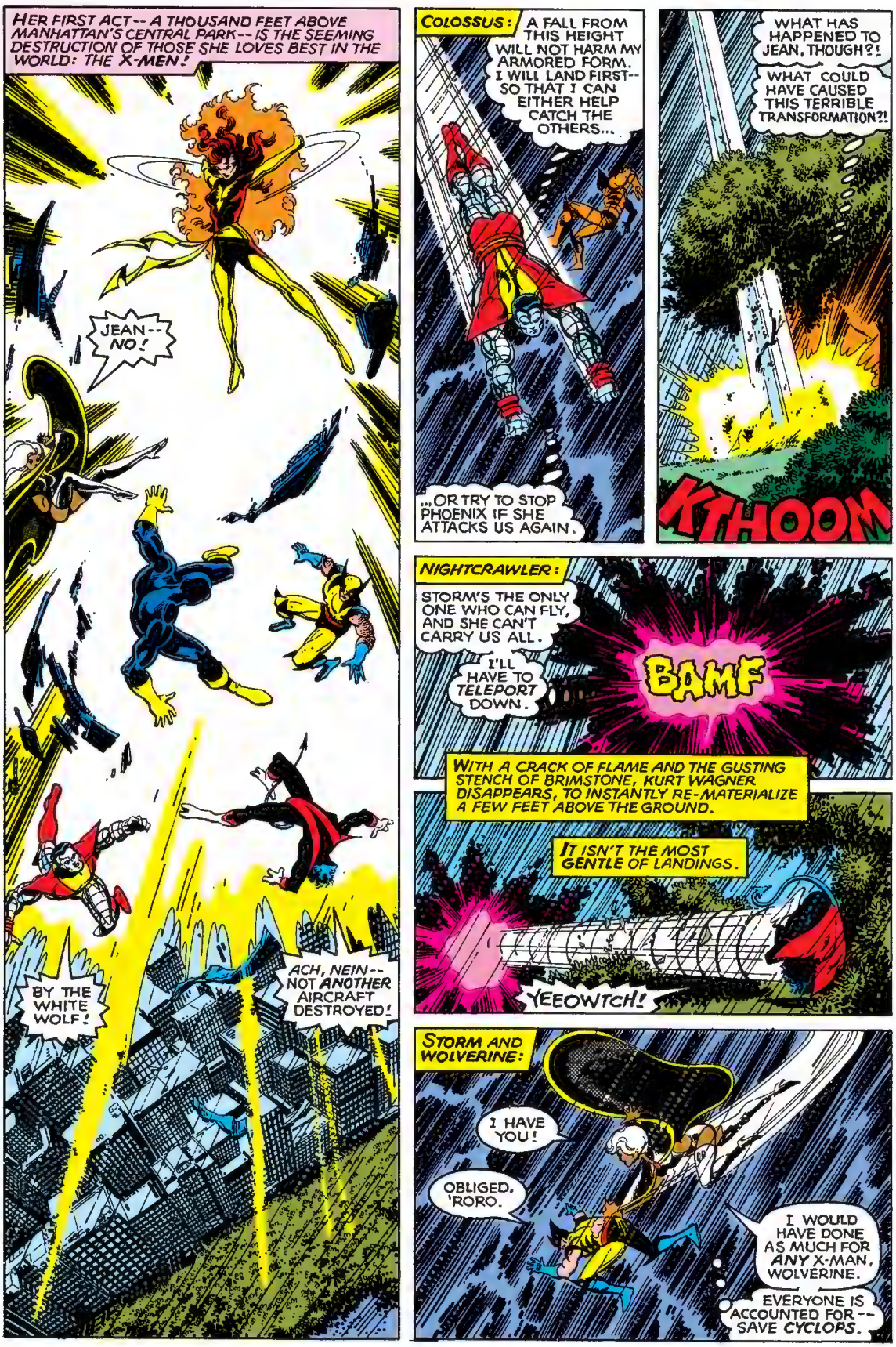
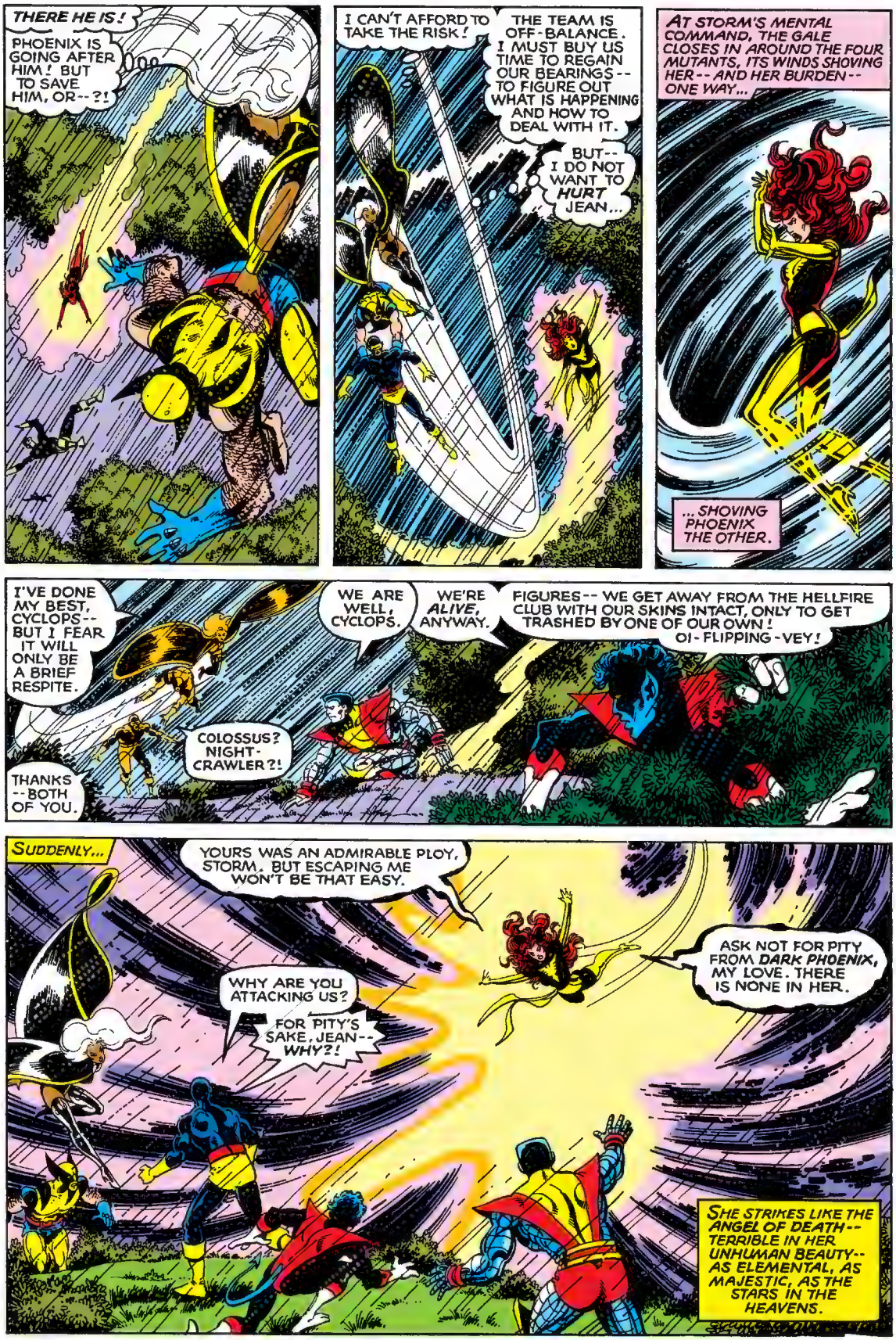
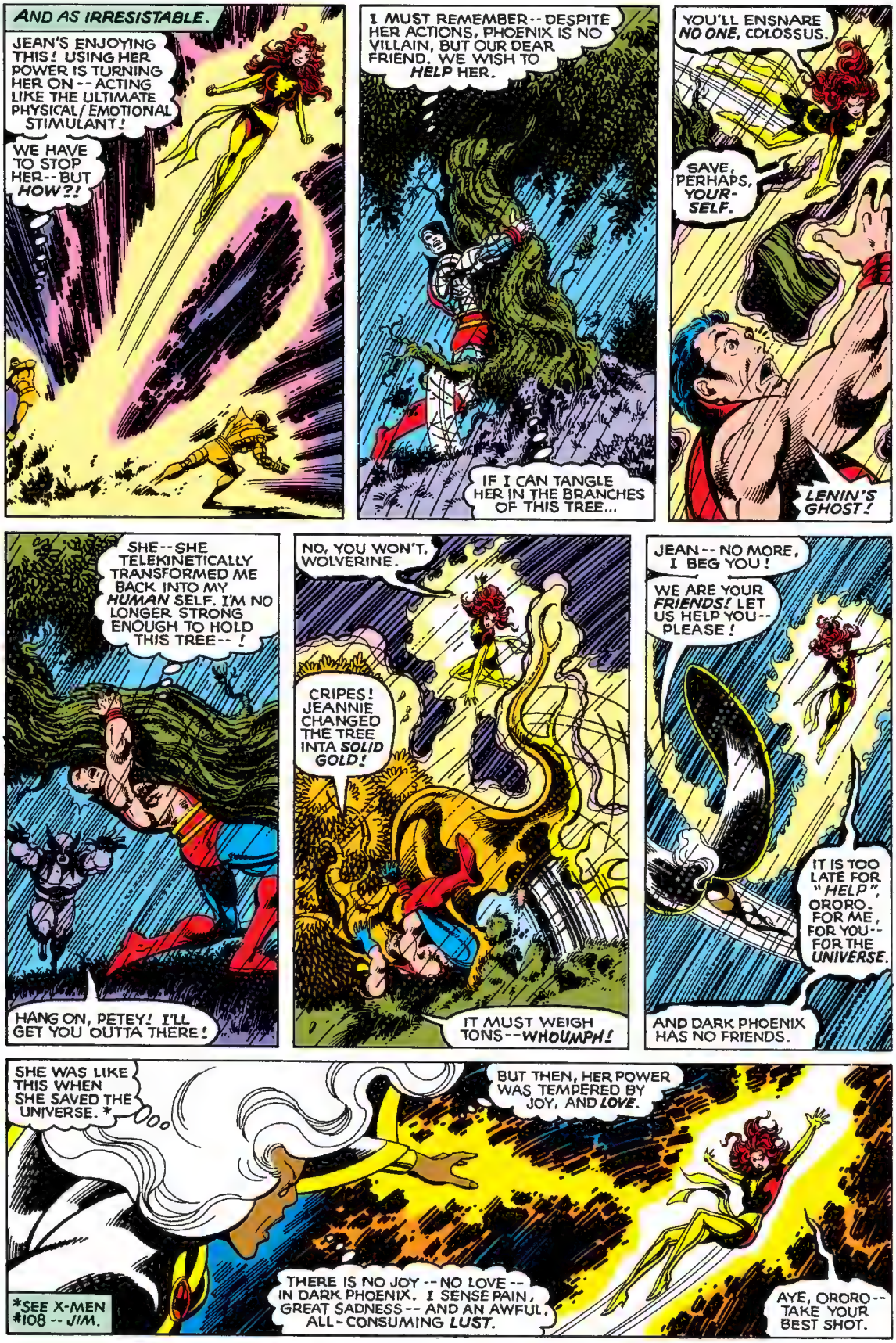
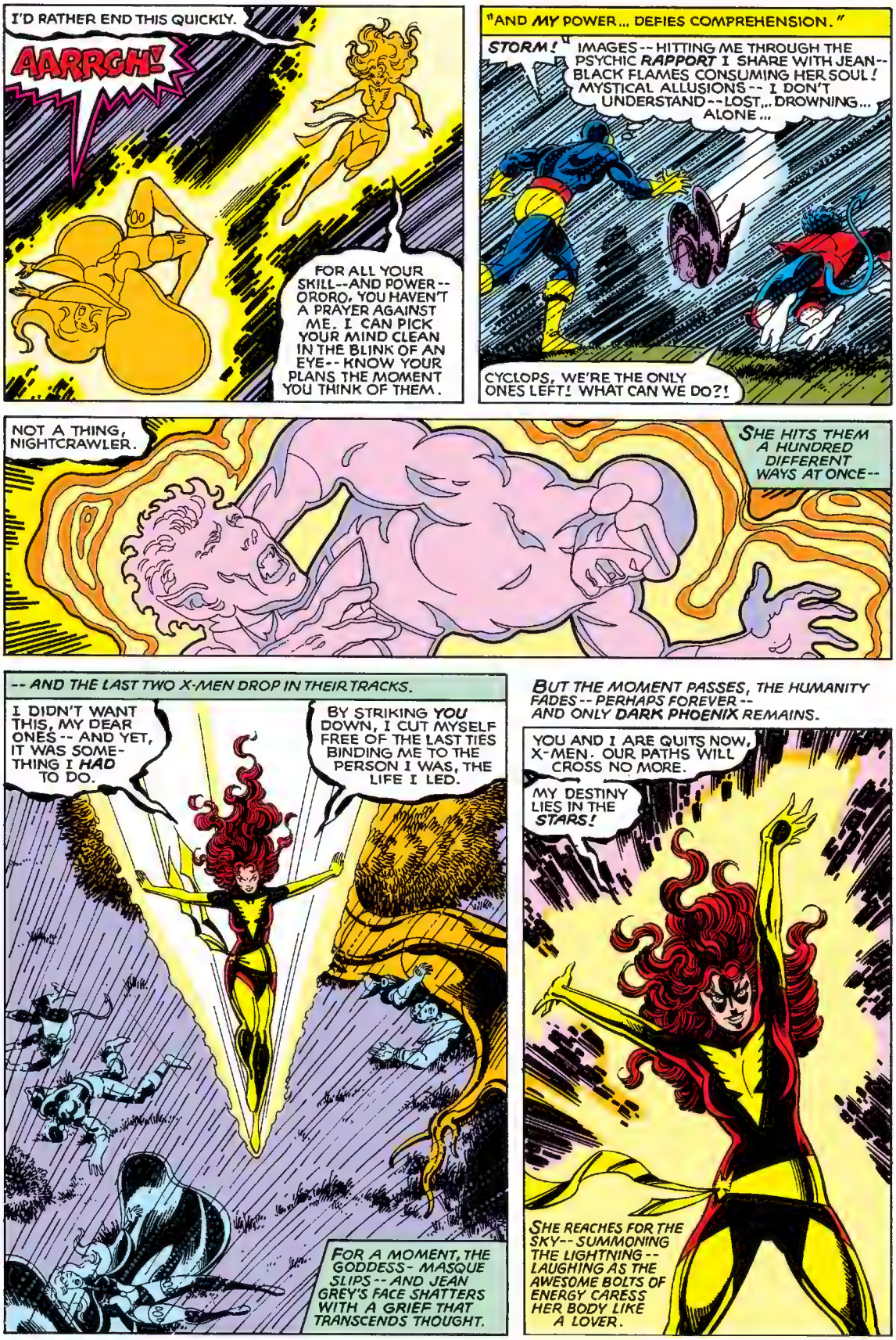
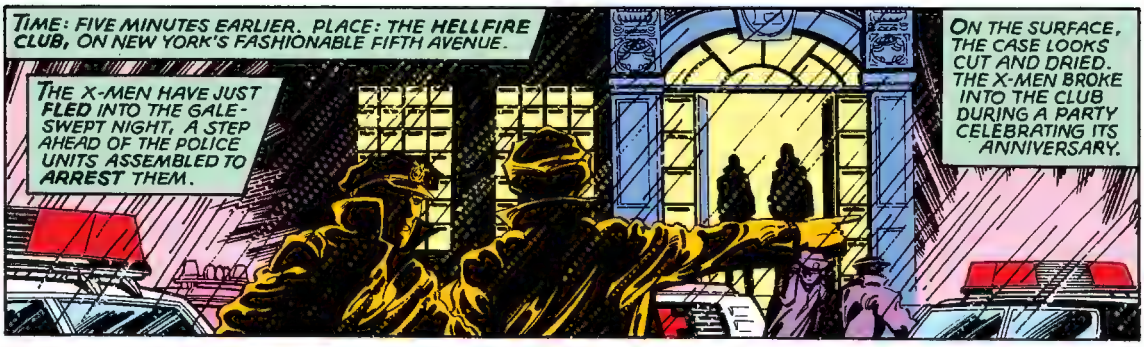
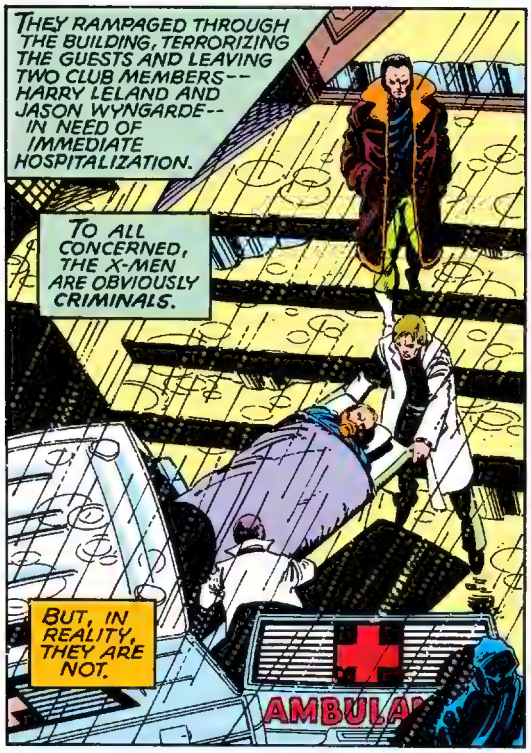

HER FIRST ACT-- A THOUSAND FEET ABOVE MANHATTAN'S CENTRAL PARK-- IS THE SEEMING DESTRUCTION OF THOSE SHE LOVES BEST IN THE WORLD: THE X-MEN!
JEAN-- NO!
BY THE WHITE WOLF!
ACH, NEIN-- NOT ANOTHER AIRCRAFT DESTROYED!
COLOSSUS: A FALL FROM THIS HEIGHT WILL NOT HARM MY ARMORED FORM. I WILL LAND FIRST-- SO THAT I CAN EITHER HELP CATCH THE OTHERS...
...OR TRY TO STOP PHOENIX IF SHE ATTACKS US AGAIN.
WHAT HAS HAPPENED TO JEAN, THOUGH?!
WHAT COULD HAVE CAUSED THIS TERRIBLE TRANSFORMATION?!
KTHOOM
NIGHTCRAWLER: STORM'S THE ONLY ONE WHO CAN FLY, AND SHE CAN'T CARRY US ALL.
I'LL HAVE TO TELEPORT DOWN.
BAMF
WITH A CRACK OF FLAME AND THE GUSTING STENCH OF BRIMSTONE, KURT WAGNER DISAPPEARS, TO INSTANTLY RE-MATERIALIZE A FEW FEET ABOVE THE GROUND.
IT ISN'T THE MOST GENTLE OF LANDINGS.
YEEOWTCH!
STORM AND WOLVERINE: I HAVE YOU!
OBLIGED, 'RORO.
I WOULD HAVE DONE AS MUCH FOR ANY X-MAN, WOLVERINE.
EVERYONE IS ACCOUNTED FOR-- SAVE CYCLOPS.


THERE HE IS!
PHOENIX IS GOING AFTER HIM! BUT TO SAVE HIM, OR--?!
I CAN'T AFFORD TO TAKE THE RISK!
THE TEAM IS OFF-BALANCE. I MUST BUY US TIME TO REGAIN OUR BEARINGS -- TO FIGURE OUT WHAT IS HAPPENING AND HOW TO DEAL WITH IT.
BUT-- I DO NOT WANT TO HURT JEAN...
AT STORM'S MENTAL COMMAND, THE GALE CLOSES IN AROUND THE FOUR MUTANTS, ITS WINDS SHOVING HER -- AND HER BURDEN -- ONE WAY...
... SHOVING PHOENIX THE OTHER.
I'VE DONE MY BEST, CYCLOPS -- BUT I FEAR IT WILL ONLY BE A BRIEF RESPITE.
WE ARE WELL, CYCLOPS.
WE'RE ALIVE, ANYWAY.
FIGURES -- WE GET AWAY FROM THE HELLFIRE CLUB WITH OUR SKINS INTACT, ONLY TO GET TRASHED BY ONE OF OUR OWN!
OI-FLIPPING-VEY!
COLOSSUS? NIGHT-CRAWLER?!
THANKS -- BOTH OF YOU.
SUDDENLY...
YOURS WAS AN ADMIRABLE PLOY, STORM. BUT ESCAPING ME WON'T BE THAT EASY.
ASK NOT FOR PITY FROM DARK PHOENIX, MY LOVE. THERE IS NONE IN HER.
WHY ARE YOU ATTACKING US?
FOR PITY'S SAKE, JEAN -- WHY?!
SHE STRIKES LIKE THE ANGEL OF DEATH -- TERRIBLE IN HER UNHUMAN BEAUTY -- AS ELEMENTAL, AS MAJESTIC, AS THE STARS IN THE HEAVENS.

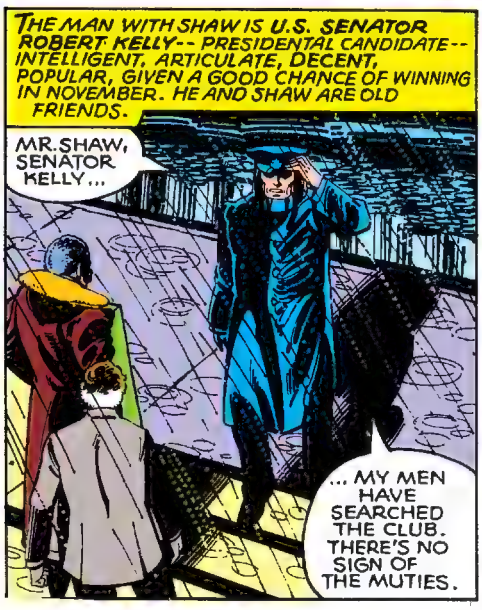

AND AS IRRESISTABLE.
JEAN'S ENJOYING THIS! USING HER POWER IS TURNING HER ON -- ACTING LIKE THE ULTIMATE PHYSICAL/EMOTIONAL STIMULANT!
WE HAVE TO STOP HER -- BUT HOW?!
I MUST REMEMBER -- DESPITE HER ACTIONS, PHOENIX IS NO VILLAIN, BUT OUR DEAR FRIEND. WE WISH TO HELP HER.
IF I CAN TANGLE HER IN THE BRANCHES OF THIS TREE...
YOU'LL ENSNARE NO ONE, COLOSSUS.
SAVE, PERHAPS, YOUR-SELF.
LENIN'S GHOST!
SHE -- SHE TELEKINETICALLY TRANSFORMED ME BACK INTO MY HUMAN SELF. I'M NO LONGER STRONG ENOUGH TO HOLD THIS TREE -- !
HANG ON, PETEY! I'LL GET YOU OUTTA THERE!
NO, YOU WON'T, WOLVERINE.
CRIPES! JEANNIE CHANGED THE TREE INTA SOLID GOLD!
IT MUST WEIGH TONS -- WHOUMPH!
JEAN -- NO MORE, I BEG YOU!
WE ARE YOUR FRIENDS! LET US HELP YOU -- PLEASE!
IT IS TOO LATE FOR "HELP", ORORO. FOR ME, FOR YOU -- FOR THE UNIVERSE.
AND DARK PHOENIX HAS NO FRIENDS.
SHE WAS LIKE THIS WHEN SHE SAVED THE UNIVERSE. *
OOO
BUT THEN, HER POWER WAS TEMPERED BY JOY, AND LOVE.
THERE IS NO JOY -- NO LOVE -- IN DARK PHOENIX. I SENSE PAIN, GREAT SADNESS -- AND AN AWFUL, ALL-CONSUMING LUST.
AYE, ORORO -- TAKE YOUR BEST SHOT.
*SEE X-MEN #108 -- JIM.

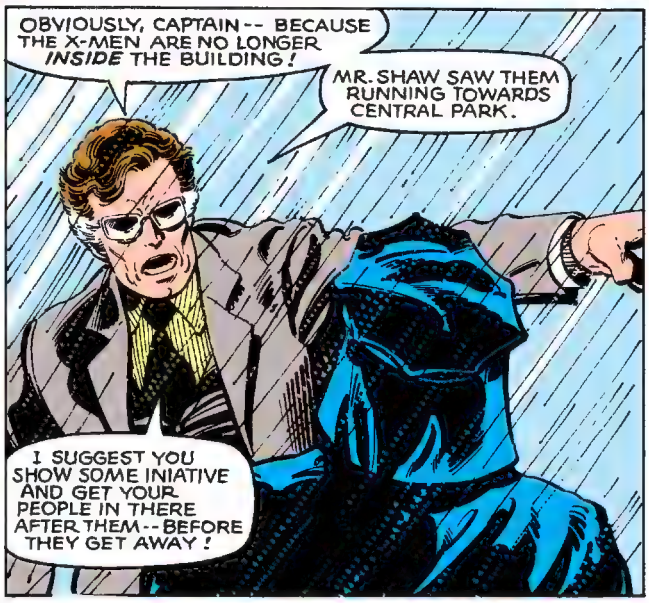

I'D RATHER END THIS QUICKLY.
AARRGH!
FOR ALL YOUR SKILL--AND POWER--ORORO, YOU HAVEN'T A PRAYER AGAINST ME. I CAN PICK YOUR MIND CLEAN IN THE BLINK OF AN EYE-- KNOW YOUR PLANS THE MOMENT YOU THINK OF THEM.
"AND MY POWER... DEFIES COMPREHENSION."
STORM!
IMAGES-- HITTING ME THROUGH THE PSYCHIC RAPPORT I SHARE WITH JEAN-- BLACK FLAMES CONSUMING HER SOUL! MYSTICAL ALLUSIONS-- I DON'T UNDERSTAND--LOST... DROWNING... ALONE...
CYCLOPS, WE'RE THE ONLY ONES LEFT! WHAT CAN WE DO?!
NOT A THING, NIGHTCRAWLER.
SHE HITS THEM A HUNDRED DIFFERENT WAYS AT ONCE--
-- AND THE LAST TWO X-MEN DROP IN THEIR TRACKS.
I DIDN'T WANT THIS, MY DEAR ONES -- AND YET, IT WAS SOMETHING I HAD TO DO.
BY STRIKING YOU DOWN, I CUT MYSELF FREE OF THE LAST TIES BINDING ME TO THE PERSON I WAS, THE LIFE I LED.
FOR A MOMENT, THE GODDESS- MASQUE SLIPS -- AND JEAN GREY'S FACE SHATTERS WITH A GRIEF THAT TRANSCENDS THOUGHT.
BUT THE MOMENT PASSES, THE HUMANITY FADES -- PERHAPS FOREVER -- AND ONLY DARK PHOENIX REMAINS.
YOU AND I ARE QUITS NOW, X-MEN. OUR PATHS WILL CROSS NO MORE.
MY DESTINY LIES IN THE STARS!
SHE REACHES FOR THE SKY-- SUMMONING THE LIGHTNING -- LAUGHING AS THE AWESOME BOLTS OF ENERGY CARESS HER BODY LIKE A LOVER.

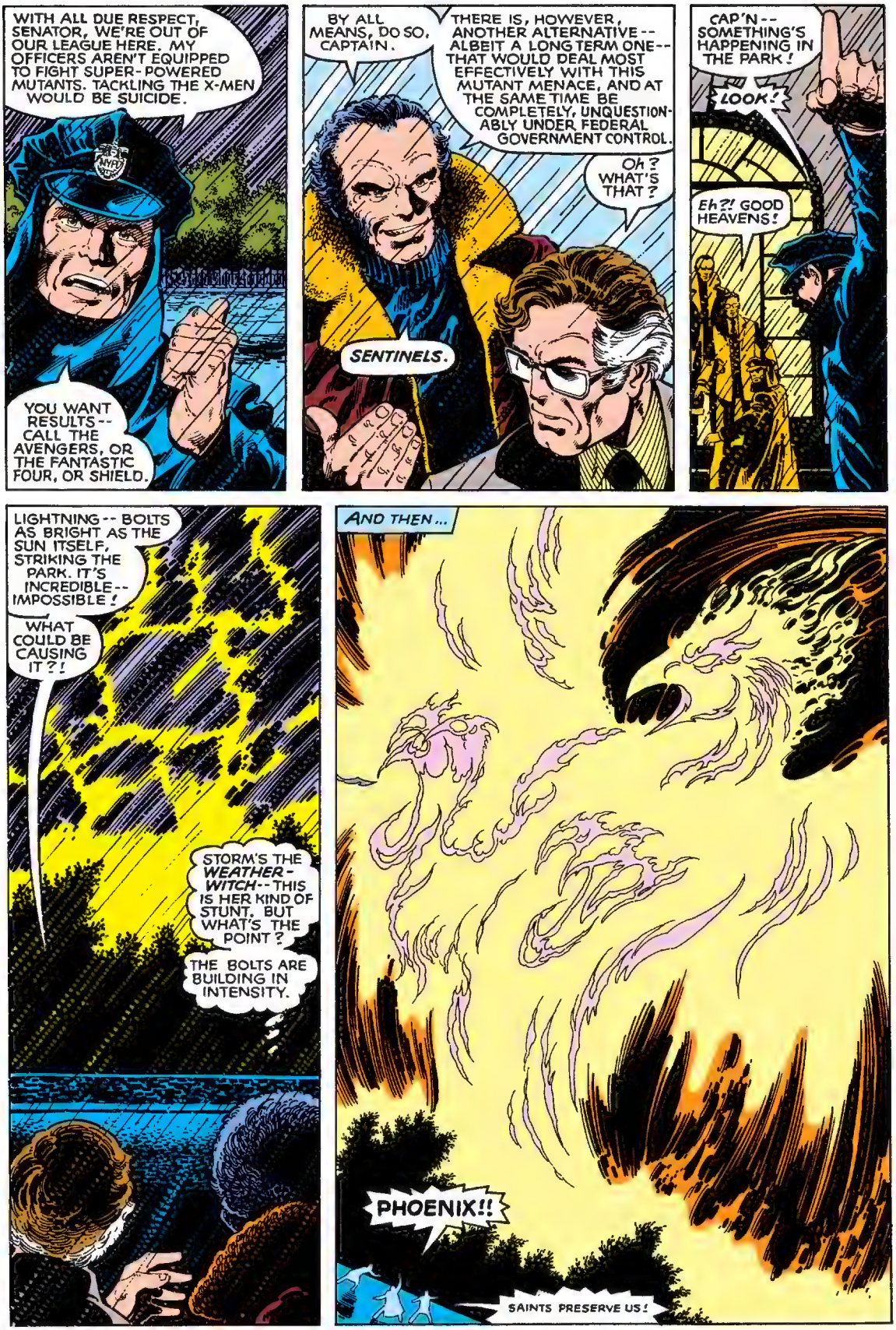

TIME: FIVE MINUTES EARLIER. PLACE: THE HELLFIRE CLUB, ON NEW YORK'S FASHIONABLE FIFTH AVENUE.
THE X-MEN HAVE JUST FLED INTO THE GALE-SWEPT NIGHT, A STEP AHEAD OF THE POLICE UNITS ASSEMBLED TO ARREST THEM.
ON THE SURFACE, THE CASE LOOKS CUT AND DRIED. THE X-MEN BROKE INTO THE CLUB DURING A PARTY CELEBRATING ITS ANNIVERSARY.

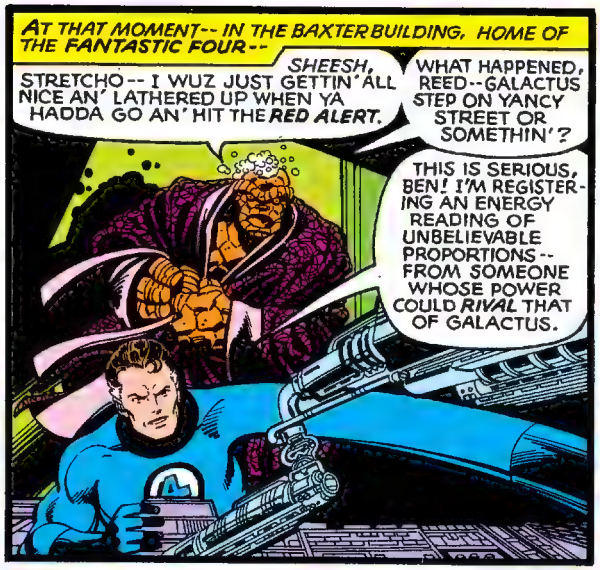

THEY RAMPAGED THROUGH THE BUILDING, TERRORIZING THE GUESTS AND LEAVING TWO CLUB MEMBERS-- HARRY LELAND AND JASON WYNGARDE-- IN NEED OF IMMEDIATE HOSPITALIZATION.
TO ALL CONCERNED, THE X-MEN ARE OBVIOUSLY CRIMINALS.
BUT, IN REALITY, THEY ARE NOT.
AMBULA

IF ANYTHING, THEY ARE VICTIMS-- OF A PLOT HATCHED BY SEBASTIAN SHAW, HEAD OF THE CLUB'S SECRET INNER CIRCLE, A GROUP OUT, SIMPLY, TO RULE THE WORLD.
SEBASTIAN, I... I AM SORRY ABOUT LELAND.
THANK YOU, ROBERT. THAT'S VERY KIND.
THE X-MEN WERE OUR HELPLESS PRISONERS YET STILL THEY ESCAPED AND DEFEATED US. WE UNDERESTIMATED THEM-- AND LELAND AND WYNGARDE PAID THE PRICE.*
*FOR FULL DETAILS, SEE THE LAST THREE ISSUES-- JIM.


THE MAN WITH SHAW IS U.S. SENATOR ROBERT KELLY-- PRESIDENTAL CANDIDATE-- INTELLIGENT, ARTICULATE, DECENT, POPULAR, GIVEN A GOOD CHANCE OF WINNING IN NOVEMBER. HE AND SHAW ARE OLD FRIENDS.
MR. SHAW, SENATOR KELLY...
... MY MEN HAVE SEARCHED THE CLUB. THERE'S NO SIGN OF THE MUTIES.

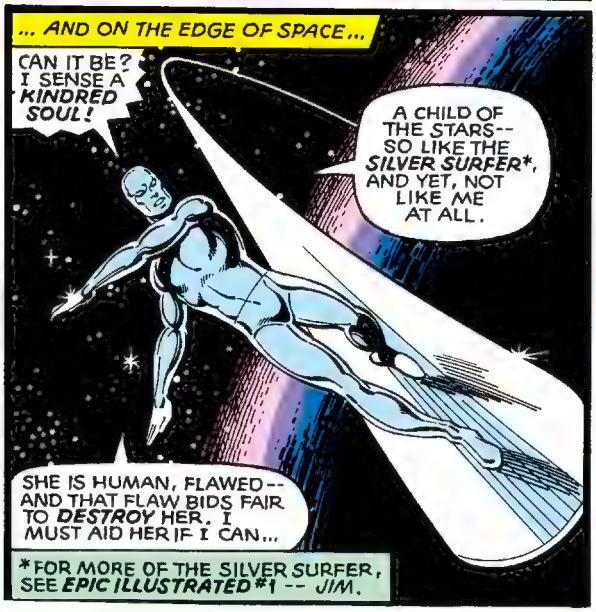

OBVIOUSLY, CAPTAIN-- BECAUSE THE X-MEN ARE NO LONGER INSIDE THE BUILDING!
MR. SHAW SAW THEM RUNNING TOWARDS CENTRAL PARK.
I SUGGEST YOU SHOW SOME INIATIVE AND GET YOUR PEOPLE IN THERE AFTER THEM-- BEFORE THEY GET AWAY!


WITH ALL DUE RESPECT, SENATOR, WE'RE OUT OF OUR LEAGUE HERE. MY OFFICERS AREN'T EQUIPPED TO FIGHT SUPER-POWERED MUTANTS. TACKLING THE X-MEN WOULD BE SUICIDE.
YOU WANT RESULTS-- CALL THE AVENGERS, OR THE FANTASTIC FOUR, OR SHIELD.
BY ALL MEANS, DO SO, CAPTAIN.
THERE IS, HOWEVER, ANOTHER ALTERNATIVE-- ALBEIT A LONG TERM ONE-- THAT WOULD DEAL MOST EFFECTIVELY WITH THIS MUTANT MENACE, AND AT THE SAME TIME BE COMPLETELY, UNQUESTIONABLY UNDER FEDERAL GOVERNMENT CONTROL.
Oh? WHAT'S THAT?
SENTINELS.
CAP'N-- SOMETHING'S HAPPENING IN THE PARK!
LOOK!
Eh?! GOOD HEAVENS!
LIGHTNING-- BOLTS AS BRIGHT AS THE SUN ITSELF, STRIKING THE PARK. IT'S INCREDIBLE-- IMPOSSIBLE!
WHAT COULD BE CAUSING IT?!
STORM'S THE WEATHER-WITCH-- THIS IS HER KIND OF STUNT. BUT WHAT'S THE POINT?
THE BOLTS ARE BUILDING IN INTENSITY.
AND THEN...
PHOENIX!!
SAINTS PRESERVE US!


AT THAT MOMENT-- IN THE BAXTER BUILDING, HOME OF THE FANTASTIC FOUR--
SHEESH, STRETCHO-- I WUZ JUST GETTIN' ALL NICE AN' LATHERED UP WHEN YA HADDA GO AN' HIT THE RED ALERT.
WHAT HAPPENED, REED--GALACTUS STEP ON YANCY STREET OR SOMETHIN'?
THIS IS SERIOUS, BEN! I'M REGISTERING AN ENERGY READING OF UNBELIEVABLE PROPORTIONS-- FROM SOMEONE WHOSE POWER COULD RIVAL THAT OF GALACTUS.

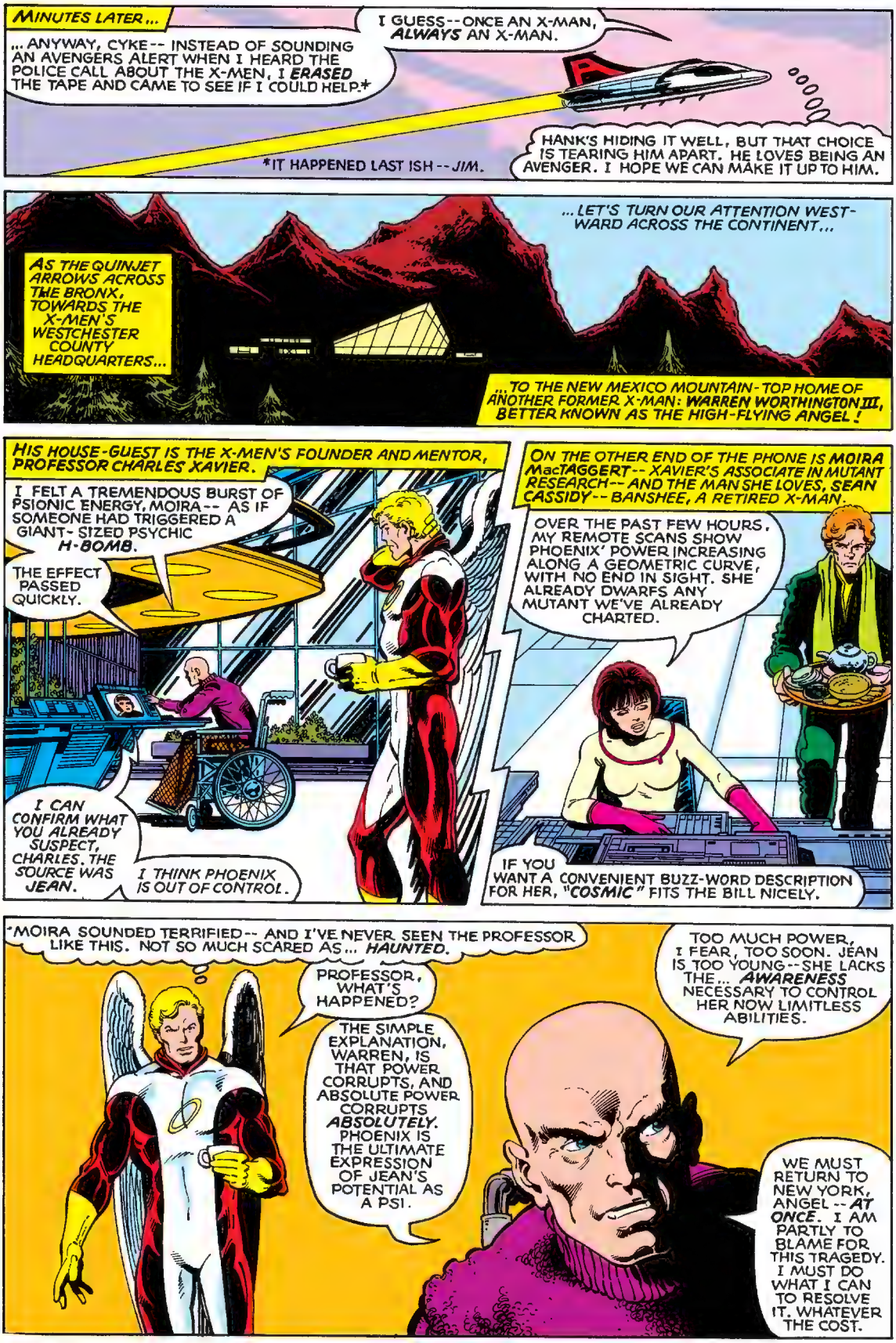
...ON MANHATTAN'S WEST SIDE...
THAT FIREBIRD IMAGE-- THE MOMENT IT APPEARED--
...MY SPIDER-SENSE WENT CRAZY!

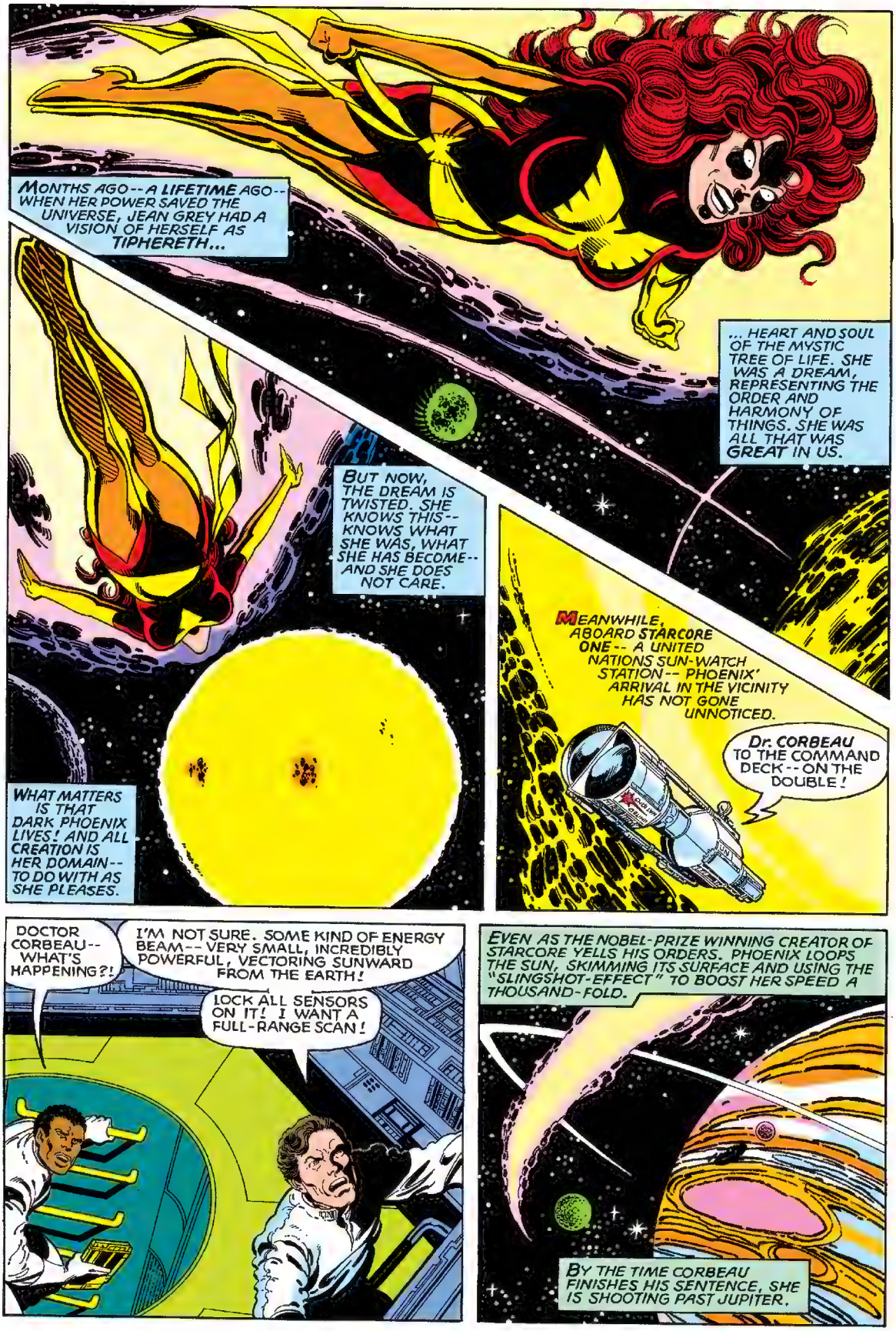
...IN GREENWICH VILLAGE...
BY HOGGOTH!
Book of Hells
I SENSE IMAGES OF GREAT MYSTIC POWER, GREAT PASSION--GREAT... EVIL. BUT WHAT MEANING DO THEY HAVE FOR DR. STRANGE?

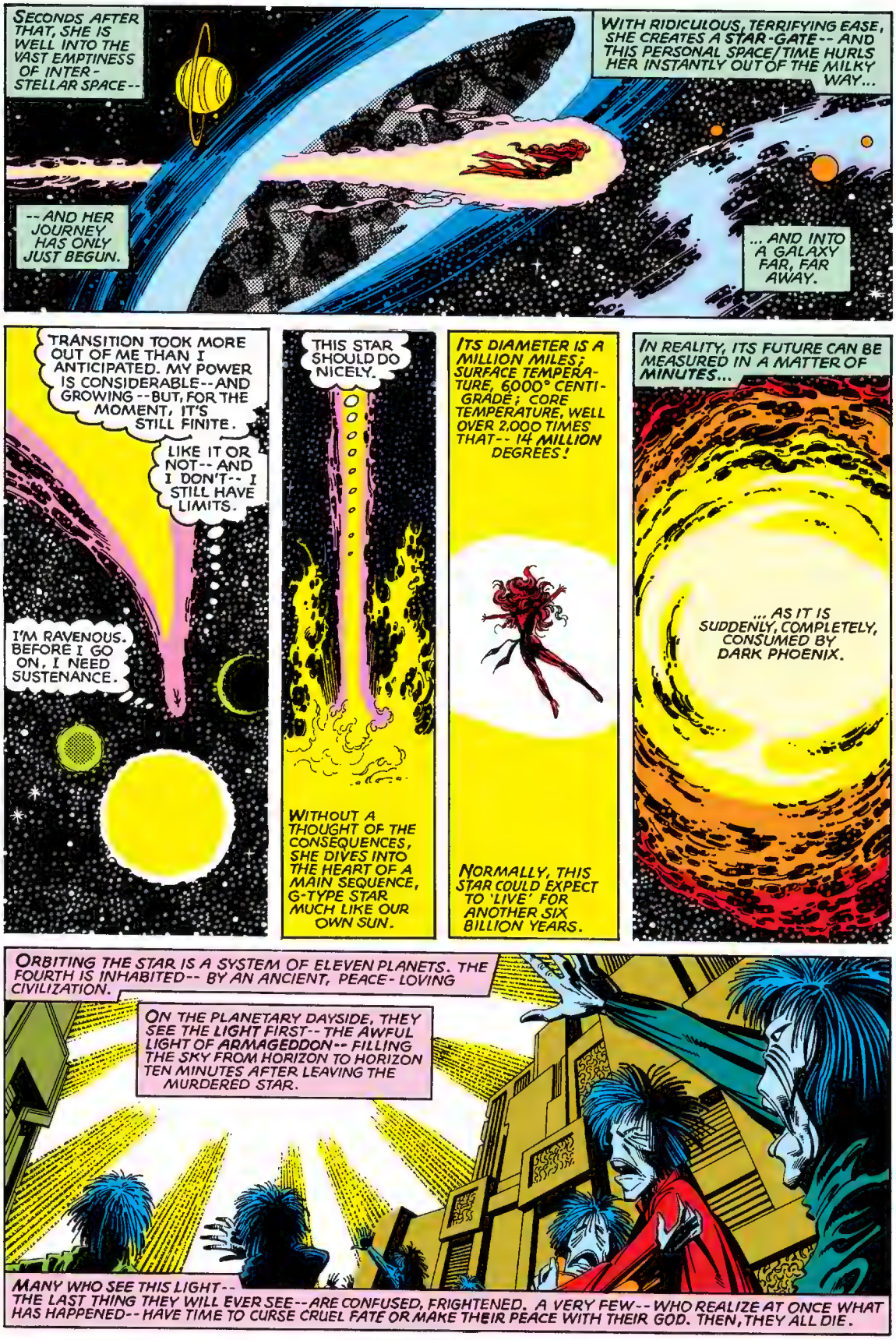

... AND ON THE EDGE OF SPACE...
CAN IT BE? I SENSE A KINDRED SOUL!
A CHILD OF THE STARS-- SO LIKE THE SILVER SURFER*, AND YET, NOT LIKE ME AT ALL.
SHE IS HUMAN, FLAWED-- AND THAT FLAW BIDS FAIR TO DESTROY HER. I MUST AID HER IF I CAN...
*FOR MORE OF THE SILVER SURFER, SEE EPIC ILLUSTRATED #1 -- JIM.

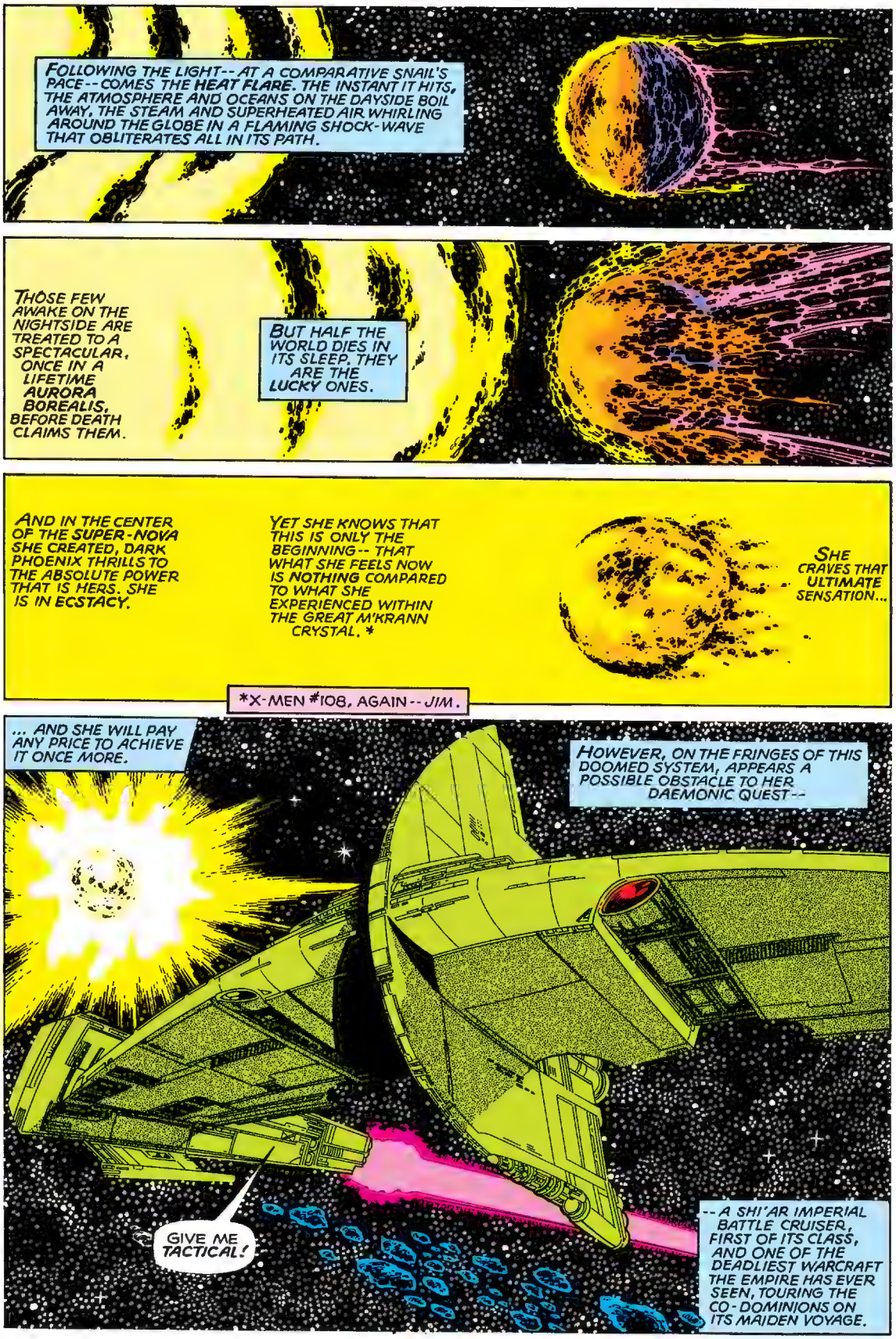
"... FOR MORE THAN A SINGLE TERRAN LIFE HANGS IN THE BALANCE. LEFT UNCHECKED, THIS FORCE COULD THREATEN THE ENTIRE COSMOS!"
BUT EVEN AS THE SKY-RIDER OF THE SPACE-WAYS SPEEDS 'ROUND THE GLOBE-- EVEN AS OTHERS BECOME AWARE OF HER EXISTENCE--
--THE DARK PHOENIX BIDS FAREWELL TO HER HOMEWORLD...
...AND SOARS SPACEWARD TO FULFILL HER MALEFIC DESTINY.

AS SHE LIFTS OFF, SHE JUST MISSES AN AVENGERS QUINJET GOING THE OTHER WAY.
HEY!! THAT FIREBIRD IMAGE I SAW-- THAT WAS JEAN'S PHOENIX EFFECT. AND BENEATH IT-- THE PARK'S ON FIRE!
I'D BETTER GET DOWN THERE-- FAST!
WITHOUT A FALSE MOVE OR PAUSE, THE QUINJET DROPS TO A LANDING NEAR THE RESEVOIR...
...AND HANK McCOY-- ALSO KNOWN AS THE BEAST, X-MAN TURNED AVENGER-- STEPS OUT UNDER A SUPERNALLY CLEAR, STAR-FLECKED SKY.
FASCINATING.
BEFORE THE PHOENIX-EFFECT APPEARED, A FULL-FLEDGED GALE WAS RAGING OVER THE CITY.
NOW, IT'S DISAPPEARED.
THE GROUND-- CHARRED, SMOKING, STILL BURNING IN PATCHES. THE FIRE MUST HAVE EXPLODED UP AND OUT-- IGNITING THE TREE-TOPS WHILE LEAVING THIS CENTRAL AREA RELATIVELY UNTOUCHED.
BUT THE X-MEN-- ARE THEY ALL RIGHT?!
SCOTT?! SCOTTY-- IT'S HANK!
I... HEAR YOU... OL' BUDDY.
KOFF KOFF
THROAT... RAW-- CAN HARDLY TALK.
I'M... OKAY--SEE TO OTHERS.
AND, SHORTLY...
MEIN GOTT-- THAT SOLID GOLD OAK TREE SHOULD SOLVE NEW YORK'S FISCAL CRISIS FOR SURE.
MY LUNGS... CLOGGED-- DIFFICULT TO BREATHE. ALSO... FEEL BROILED. OTHERWISE, CYCLOPS, I AM-- AS EVER-- READY FOR ACTION.
DON'T LOOK NOW, SCOTTY, BUT I THINK THE LADY JUST CRACKED A JOKE.
STORM? ORORO?!
OOOMPH!
MOVE IT, YOU TWO! I'M NOT HOLDING THIS ALL NIGHT!


MINUTES LATER...
... ANYWAY, CYKE-- INSTEAD OF SOUNDING AN AVENGERS ALERT WHEN I HEARD THE POLICE CALL ABOUT THE X-MEN, I ERASED THE TAPE AND CAME TO SEE IF I COULD HELP.*
*IT HAPPENED LAST ISH -- JIM.
I GUESS--ONCE AN X-MAN, ALWAYS AN X-MAN.
HANK'S HIDING IT WELL, BUT THAT CHOICE IS TEARING HIM APART. HE LOVES BEING AN AVENGER. I HOPE WE CAN MAKE IT UP TO HIM.
AS THE QUINJET ARROWS ACROSS THE BRONX, TOWARDS THE X-MEN'S WESTCHESTER COUNTY HEADQUARTERS...
...LET'S TURN OUR ATTENTION WESTWARD ACROSS THE CONTINENT...
...TO THE NEW MEXICO MOUNTAIN-TOP HOME OF ANOTHER FORMER X-MAN: WARREN WORTHINGTON III, BETTER KNOWN AS THE HIGH-FLYING ANGEL!
HIS HOUSE-GUEST IS THE X-MEN'S FOUNDER AND MENTOR, PROFESSOR CHARLES XAVIER.
I FELT A TREMENDOUS BURST OF PSIONIC ENERGY, MOIRA-- AS IF SOMEONE HAD TRIGGERED A GIANT-SIZED PSYCHIC H-BOMB.
THE EFFECT PASSED QUICKLY.
I CAN CONFIRM WHAT YOU ALREADY SUSPECT, CHARLES. THE SOURCE WAS JEAN.
I THINK PHOENIX IS OUT OF CONTROL.
ON THE OTHER END OF THE PHONE IS MOIRA MacTAGGERT-- XAVIER'S ASSOCIATE IN MUTANT RESEARCH-- AND THE MAN SHE LOVES, SEAN CASSIDY-- BANSHEE, A RETIRED X-MAN.
OVER THE PAST FEW HOURS, MY REMOTE SCANS SHOW PHOENIX' POWER INCREASING ALONG A GEOMETRIC CURVE, WITH NO END IN SIGHT. SHE ALREADY DWARFS ANY MUTANT WE'VE ALREADY CHARTED.
IF YOU WANT A CONVENIENT BUZZ-WORD DESCRIPTION FOR HER, "COSMIC" FITS THE BILL NICELY.
*MOIRA SOUNDED TERRIFIED-- AND I'VE NEVER SEEN THE PROFESSOR LIKE THIS. NOT SO MUCH SCARED AS... HAUNTED.
PROFESSOR, WHAT'S HAPPENED?
THE SIMPLE EXPLANATION, WARREN, IS THAT POWER CORRUPTS, AND ABSOLUTE POWER CORRUPTS ABSOLUTELY. PHOENIX IS THE ULTIMATE EXPRESSION OF JEAN'S POTENTIAL AS A PSI.
TOO MUCH POWER, I FEAR, TOO SOON. JEAN IS TOO YOUNG--SHE LACKS THE... AWARENESS NECESSARY TO CONTROL HER NOW LIMITLESS ABILITIES.
WE MUST RETURN TO NEW YORK, ANGEL -- AT ONCE. I AM PARTLY TO BLAME FOR THIS TRAGEDY. I MUST DO WHAT I CAN TO RESOLVE IT. WHATEVER THE COST.

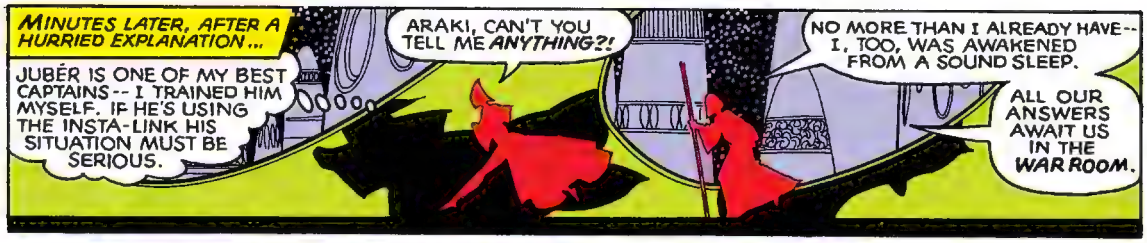

MONTHS AGO--A LIFETIME AGO--WHEN HER POWER SAVED THE UNIVERSE, JEAN GREY HAD A VISION OF HERSELF AS TIPHERETH...
... HEART AND SOUL OF THE MYSTIC TREE OF LIFE. SHE WAS A DREAM, REPRESENTING THE ORDER AND HARMONY OF THINGS. SHE WAS ALL THAT WAS GREAT IN US.
BUT NOW, THE DREAM IS TWISTED. SHE KNOWS THIS--KNOWS WHAT SHE WAS, WHAT SHE HAS BECOME--AND SHE DOES NOT CARE.
WHAT MATTERS IS THAT DARK PHOENIX LIVES! AND ALL CREATION IS HER DOMAIN--TO DO WITH AS SHE PLEASES.
MEANWHILE, ABOARD STARCORE ONE--A UNITED NATIONS SUN-WATCH STATION--PHOENIX' ARRIVAL IN THE VICINITY HAS NOT GONE UNNOTICED.
Dr. CORBEAU TO THE COMMAND DECK--ON THE DOUBLE!
DOCTOR CORBEAU--WHAT'S HAPPENING?!
I'M NOT SURE. SOME KIND OF ENERGY BEAM--VERY SMALL, INCREDIBLY POWERFUL, VECTORING SUNWARD FROM THE EARTH!
LOCK ALL SENSORS ON IT! I WANT A FULL-RANGE SCAN!
EVEN AS THE NOBEL-PRIZE WINNING CREATOR OF STARCORE YELLS HIS ORDERS. PHOENIX LOOPS THE SUN, SKIMMING ITS SURFACE AND USING THE "SLINGSHOT-EFFECT" TO BOOST HER SPEED A THOUSAND-FOLD.
BY THE TIME CORBEAU FINISHES HIS SENTENCE, SHE IS SHOOTING PAST JUPITER.

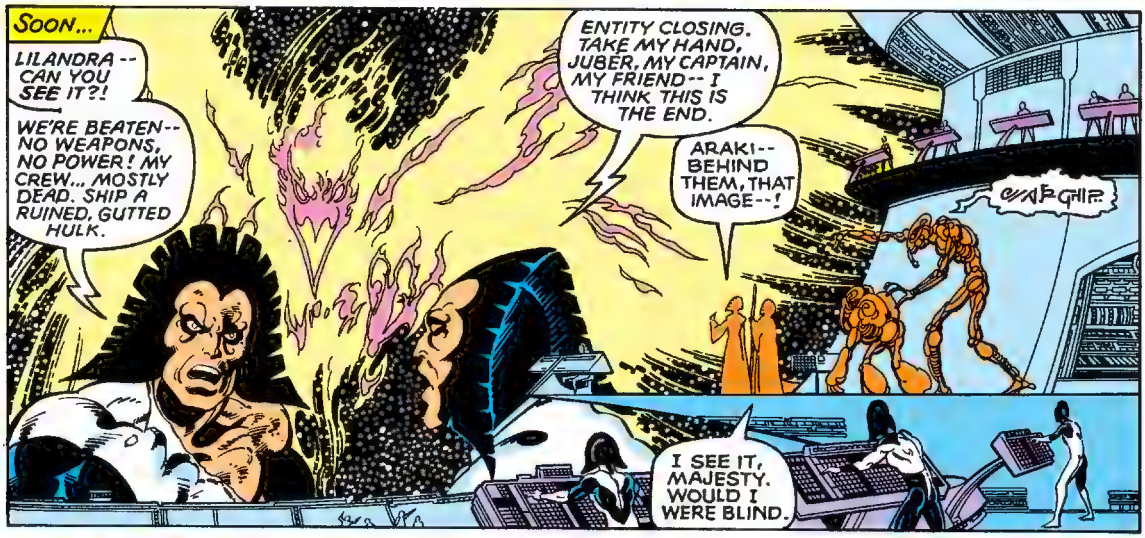

SECONDS AFTER THAT, SHE IS WELL INTO THE VAST EMPTINESS OF INTER-STELLAR SPACE--
WITH RIDICULOUS, TERRIFYING EASE, SHE CREATES A STAR-GATE-- AND THIS PERSONAL SPACE/TIME HURLS HER INSTANTLY OUT OF THE MILKY WAY...
--AND HER JOURNEY HAS ONLY JUST BEGUN.
... AND INTO A GALAXY FAR, FAR AWAY.
TRANSITION TOOK MORE OUT OF ME THAN I ANTICIPATED. MY POWER IS CONSIDERABLE--AND GROWING--BUT, FOR THE MOMENT, IT'S STILL FINITE.
LIKE IT OR NOT-- AND I DON'T-- I STILL HAVE LIMITS.
I'M RAVENOUS. BEFORE I GO ON, I NEED SUSTENANCE.
THIS STAR SHOULD DO NICELY.
WITHOUT A THOUGHT OF THE CONSEQUENCES, SHE DIVES INTO THE HEART OF A MAIN SEQUENCE, G-TYPE STAR MUCH LIKE OUR OWN SUN.
ITS DIAMETER IS A MILLION MILES; SURFACE TEMPERATURE, 6,000° CENTIGRADE; CORE TEMPERATURE, WELL OVER 2,000 TIMES THAT-- 14 MILLION DEGREES!
NORMALLY, THIS STAR COULD EXPECT TO 'LIVE' FOR ANOTHER SIX BILLION YEARS.
IN REALITY, ITS FUTURE CAN BE MEASURED IN A MATTER OF MINUTES...
... AS IT IS SUDDENLY, COMPLETELY, CONSUMED BY DARK PHOENIX.
ORBITING THE STAR IS A SYSTEM OF ELEVEN PLANETS. THE FOURTH IS INHABITED-- BY AN ANCIENT, PEACE-LOVING CIVILIZATION.
ON THE PLANETARY DAYSIDE, THEY SEE THE LIGHT FIRST-- THE AWFUL LIGHT OF ARMAGEDDON-- FILLING THE SKY FROM HORIZON TO HORIZON TEN MINUTES AFTER LEAVING THE MURDERED STAR.
MANY WHO SEE THIS LIGHT-- THE LAST THING THEY WILL EVER SEE--ARE CONFUSED, FRIGHTENED. A VERY FEW-- WHO REALIZE AT ONCE WHAT HAS HAPPENED--HAVE TIME TO CURSE CRUEL FATE OR MAKE THEIR PEACE WITH THEIR GOD. THEN, THEY ALL DIE.


FOLLOWING THE LIGHT-- AT A COMPARATIVE SNAIL'S PACE-- COMES THE HEAT FLARE. THE INSTANT IT HITS, THE ATMOSPHERE AND OCEANS ON THE DAYSIDE BOIL AWAY, THE STEAM AND SUPERHEATED AIR WHIRLING AROUND THE GLOBE IN A FLAMING SHOCK-WAVE THAT OBLITERATES ALL IN ITS PATH.
THOSE FEW AWAKE ON THE NIGHTSIDE ARE TREATED TO A SPECTACULAR, ONCE IN A LIFETIME AURORA BOREALIS, BEFORE DEATH CLAIMS THEM.
BUT HALF THE WORLD DIES IN ITS SLEEP. THEY ARE THE LUCKY ONES.
AND IN THE CENTER OF THE SUPER-NOVA SHE CREATED, DARK PHOENIX THRILLS TO THE ABSOLUTE POWER THAT IS HERS. SHE IS IN ECSTACY.
YET SHE KNOWS THAT THIS IS ONLY THE BEGINNING-- THAT WHAT SHE FEELS NOW IS NOTHING COMPARED TO WHAT SHE EXPERIENCED WITHIN THE GREAT M'KRANN CRYSTAL. *
SHE CRAVES THAT ULTIMATE SENSATION...
*X-MEN #108, AGAIN-- JIM.
... AND SHE WILL PAY ANY PRICE TO ACHIEVE IT ONCE MORE.
HOWEVER, ON THE FRINGES OF THIS DOOMED SYSTEM, APPEARS A POSSIBLE OBSTACLE TO HER DAEMONIC QUEST--
GIVE ME TACTICAL!
--A SHI'AR IMPERIAL BATTLE CRUISER, FIRST OF ITS CLASS, AND ONE OF THE DEADLIEST WARCRAFT THE EMPIRE HAS EVER SEEN, TOURING THE CO-DOMINIONS ON ITS MAIDEN VOYAGE.

D'BARI HAS JUST GONE SUPER-NOVA, SCIENCE OFFICER. EXPLANATION?
I HAVE NONE, MILORD CAPTAIN.
D'BARI WAS AN AVERAGE, G-NORMAL STAR, ELUKE. IT MIGHT FLARE, BUT NOT EXPLODE.
STELLAR EXPANSION CEASING -- VISIBLE CONTRACTION NOW EVIDENT IN PHOTOSPHERE. IT'S ACTING LIKE A PROPER SUPER-NOVA, MILORD, BUT AT A FANTASTICALLY ACCELERATED RATE.
MILORD, BASED ON THIS MORNING'S STARSCAN, D'BARI WAS A PERFECTLY HEALTHY STAR. WE CHARTED NO ABNORMAL MATRICES, ON ATOMIC OR SUB-ATOMIC LEVELS.
THIS SHOULD NOT-- COULD NOT-- HAVE OCCURRED.
UNLESS... SOMETHING *MADE* IT.
MILORD, SENSORS NOW REGISTER A FIELD ANAMOLY, MOVING OUT FROM THE CORE OF THE STAR. THIS IS INCREDIBLE--!
THE ANAMOLY IS REGISTERING ALL ACROSS THE SPECTRUM -- AS ENERGY... AND AS A *LIFEFORM* -- AND AT LEVELS SO EXTREME THAT OUR INSTRUMENTS CAN-NOT CALIBRATE IT!
MAIN SCREEN -- FULL MAGNIFICATION.
THERE, JUBER. THAT MUST BE IT.
SHARRA AND K'YTHRI PRESERVE US!
IT APPEARS TO BE HUMANOID, BUT WHAT KIND OF CREATURE *IS* IT?!
SOUND BATTLE STATIONS, ELUKE. WE WILL ENGAGE.
IS THAT WISE, MILORD?
IT IS *NECESSARY*. B'DARI WAS AN ALLY OF THE EMPIRE, SCIENCE OFFICER. FIVE BILLION PEOPLE -- *EXTERMINATED* BY THAT... THING. THEY MUST BE AVENGED!

"MORE IMPORTANTLY, THIS ENTITY SEEMS TO ABSORB ITS LIFE ENERGY FROM THE STARS IT CONSUMES. IT MUST BE STOPPED NOW-- BEFORE IT SLAUGHTERS ANY OTHER WORLDS. AND BEFORE ITS POWER BECOMES SO GREAT THAT NO FORCE IN CREATION CAN STAND AGAINST IT.
"MAIN BATTERIES-- FIRE!"
WHAT--?!!
A PLASMA BOLT! SOMEONE'S SHOOTING AT ME!
WHOEVER YOU ARE, YOU'VE JUST MADE A BIG MISTAKE.
SCRATCH ONE PROPULSION NACELLE!
I'VE CRIPPLED THEM--
--NOW TO MIND-SCAN THE VESSEL, FIND OUT WHAT I'M FACING.
WELL! IT'S ONE OF LILANDRA'S GRAND FLEET!
THE FOOLS -- HURT AS THEY ARE, THEY STILL MEAN TO FIGHT ME. IF THAT'S WHAT CAPTAIN LORD JUBER WANTS, HOWEVER, DARK PHOENIX WILL BE MORE THAN HAPPY TO OBLIGE HIM.
WARP POWER DOWN TO 40%; WEAPONRY DOWN BY HALF -- THE SAME GOES FOR SHIELD STRENGTH.
WE'RE LUCKY TO BE ALIVE, JUBER! LET'S GET OUT OF HERE WHILE WE CAN!
DO YOU HONESTLY THINK WE CAN OUTRUN OUR FOE, ELUKE -- OR THAT IT WILL LET US GO? WHATEVER OUR FATE, MY FRIEND, WE WILL MEET IT WITH HONOR.
COMMUNICATIONS -- ESTABLISH INSTA-LINK WITH IMPERIAL CENTER! THIS HAS ABSOLUTE PRIORITY! I MUST SPEAK WITH THE EMPRESS!
AND, ON THE ANCIENT WORLD THAT IS THE RULING SEAT OF MUCH OF THIS ALIEN GALAXY, IN THE BEDCHAMBER OF THE WOMAN WHO, ONLY RECENTLY-- AND WITH CONSIDERABLE RELUCTANCE -- CLAIMED THE SHI'AR THRONE AS HER OWN...
LILANDRA! MAJESTY!!
Eh... ??
MY LORD CHAMBERLAIN? WHAT'S THE MATTER?!

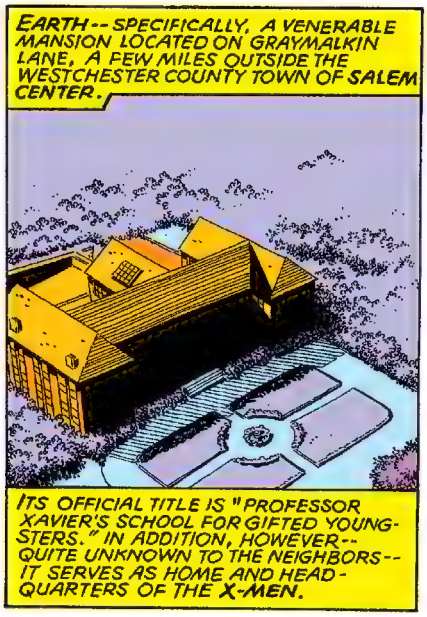

MINUTES LATER, AFTER A HURRIED EXPLANATION...
JUBÈR IS ONE OF MY BEST CAPTAINS -- I TRAINED HIM MYSELF. IF HE'S USING THE INSTA-LINK HIS SITUATION MUST BE SERIOUS.
ARAKI, CAN'T YOU TELL ME ANYTHING?!
NO MORE THAN I ALREADY HAVE -- I, TOO, WAS AWAKENED FROM A SOUND SLEEP.
ALL OUR ANSWERS AWAIT US IN THE WAR ROOM.

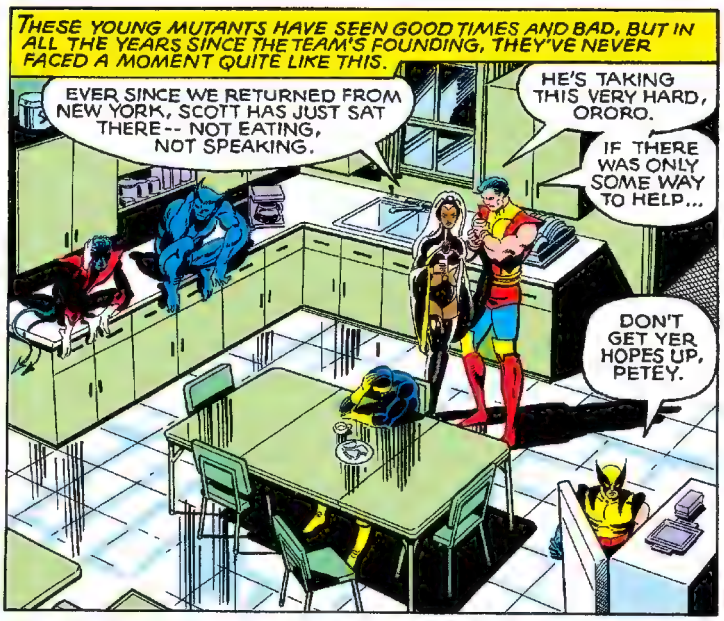

SOON...
LILANDRA -- CAN YOU SEE IT?!
WE'RE BEATEN -- NO WEAPONS, NO POWER! MY CREW... MOSTLY DEAD. SHIP A RUINED, GUTTED HULK.
ENTITY CLOSING. TAKE MY HAND, JUBÈR, MY CAPTAIN, MY FRIEND -- I THINK THIS IS THE END.
ARAKI -- BEHIND THEM, THAT IMAGE --!
SHIP
I SEE IT, MAJESTY. WOULD I WERE BLIND.

FAREWELL, LILANDRA --!
JUBÈR!!

TECHNICIAN -- REGAIN CONTACT!
IMPOSSIBLE, MAJESTY. THERE'S NOTHING OUT THERE FOR US TO CONTACT.
JUBÈR'S SHIP -- IS GONE.

LILANDRA -- THAT BIRD IMAGE...
I RECOGNIZED IT, OLD FRIEND -- THE PHOENIX.
WHAT WE'VE FEARED FROM THE BEGINNING -- AND PRAYED WE'D NEVER HAVE TO FACE -- HAS COME TO PASS.
SUMMON MY MINISTERS, CHAMBERLAIN. THE THREAT MUST BE DEALT WITH, ONCE AND FOR ALL -- NO MATTER WHAT THE COST.


EARTH -- SPECIFICALLY, A VENERABLE MANSION LOCATED ON GRAYMALKIN LANE, A FEW MILES OUTSIDE THE WESTCHESTER COUNTY TOWN OF SALEM CENTER.
ITS OFFICIAL TITLE IS "PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS." IN ADDITION, HOWEVER -- QUITE UNKNOWN TO THE NEIGHBORS -- IT SERVES AS HOME AND HEADQUARTERS OF THE X-MEN.


THESE YOUNG MUTANTS HAVE SEEN GOOD TIMES AND BAD, BUT IN ALL THE YEARS SINCE THE TEAM'S FOUNDING, THEY'VE NEVER FACED A MOMENT QUITE LIKE THIS.
EVER SINCE WE RETURNED FROM NEW YORK, SCOTT HAS JUST SAT THERE -- NOT EATING, NOT SPEAKING.
HE'S TAKING THIS VERY HARD, ORORO.
IF THERE WAS ONLY SOME WAY TO HELP...
DON'T GET YER HOPES UP, PETEY.

GIVING UP, WOLVERINE? I FIND THAT HARD TO BELIEVE.
I MAY BE STUBBORN, 'RORO, BUT I AIN'T STUPID. I'M A REALIST AN', REALISTICALLY, JEANNIE TRASHED US WITHOUT EVEN RAISIN' A SWEAT.
YOU THINK A REMATCH'LL END ANY DIFF'RENTLY?

IT MIGHT, SHORT-STUFF.
TEAMWORK WILL HELP. AND I THINK I CAN WHIP UP SOME GADGETS THAT COULD MAKE THE ODDS A BIT MORE EQUAL.
A.... "BIT"?
THAT'S BETTER THAN NOTHING, FUZZY-- EH?!
flour
bread
OH, NO! NO!!

SCOTT, WHAT'S WRONG?!
IT'S PHOENIX -- I CAN SENSE HER IN MY MIND, THROUGH THE PSIONIC RAPPORT WE SHARE. SHE'S... RETURNING TO EARTH --
--AND SHE'S HUNGRY!

NEXT

# Child of Light and Darkness!

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

# Child of Light and Darkness!

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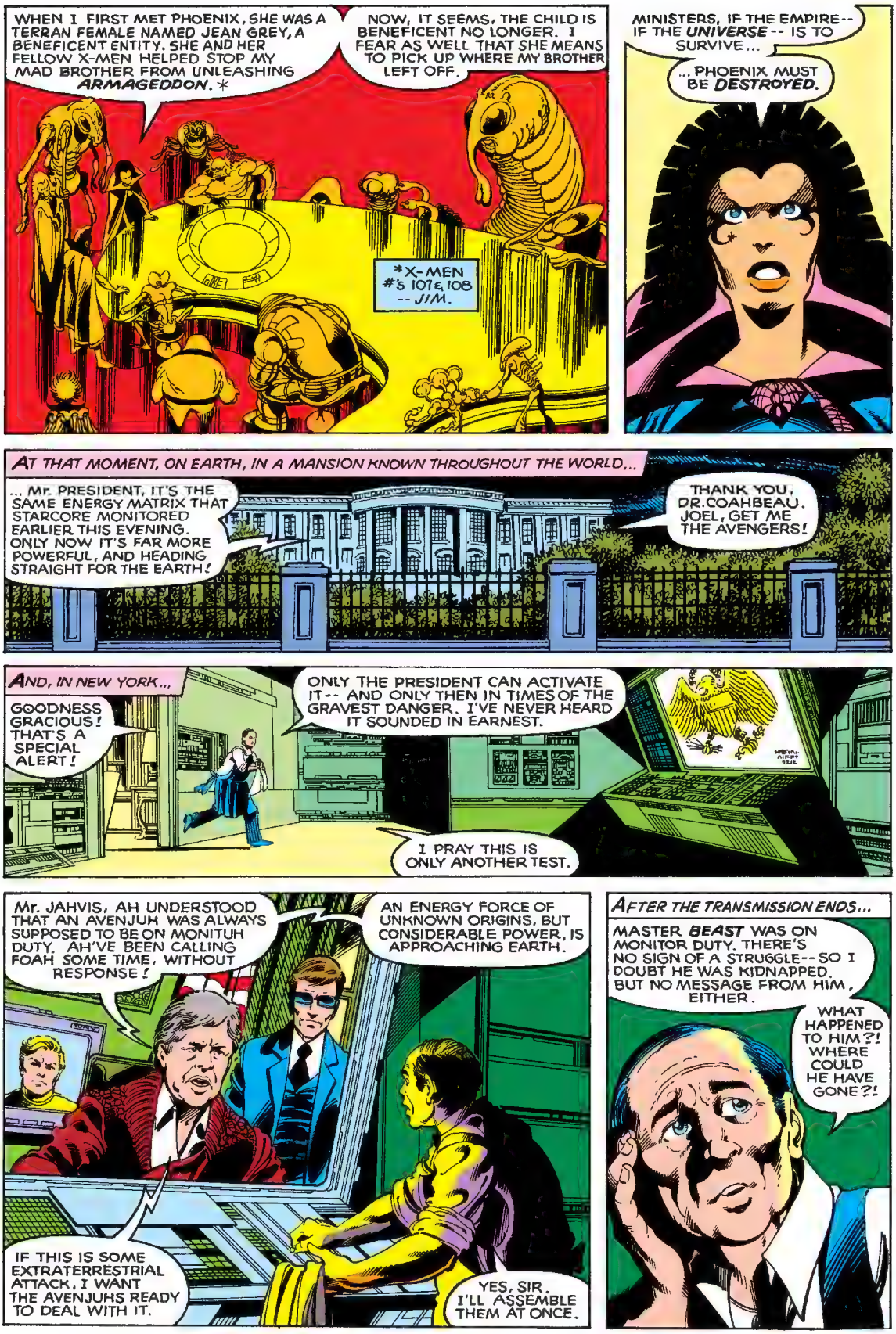
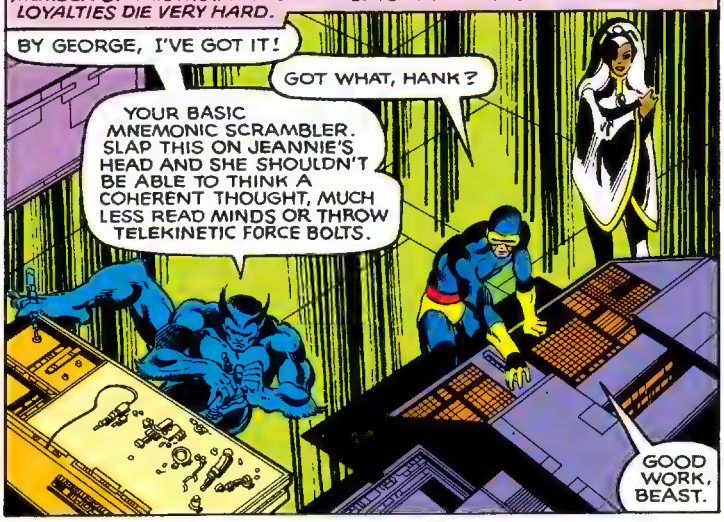
IMPERIAL CENTER -- RULING SEAT OF A GALACTIC EMPIRE LOCATED HALFWAY ACROSS THE KNOWN UNIVERSE FROM EARTH...
SEE, MY FRIENDS! THE PHOENIX-ENTITY APPROACHES HER HOMEWORLD, SOL 3 -- EARTH!
FELLOW MINISTERS -- RISE AND HAIL LILANDRA, MAJESTRIX SHI'AR!
THIS EMERGENCY MEETING OF HER GRAND COUNCIL IS NOW IN SESSION.
THANK YOU, ARAKI.
HONORABLE BEINGS, WE NOW FACE A THREAT THE LIKE OF WHICH THE SHI'AR EMPIRE -- INDEED, THE ENTIRE UNIVERSE -- HAS NEVER KNOWN.
BESIDE IT, EVEN GALACTUS MAY PALE TO INSIGNIFICANCE. TO FEED HIS INFERNAL HUNGER, HE CONSUMES WORLDS.
TO FEED HERS, PHOENIX MAY CONSUME ALL THAT EXISTS.
TUOKS'ENHAAMIN, BEGIN THE BRIEFING.
UPON ARRIVING IN IMPERIAL SPACE, AS ALL CAN SEE IN THIS HOLOGRAM FIELD, THE PHOENIX-ENTITY PLUNGED INTO THE HEART OF D'BARI, A MAIN SEQUENCE, G-TYPE STAR.
IN A MATTER OF SECONDS, SHE ADVANCED IT TO SUPER-NOVA STAGE.
"THE RESULTANT STELLAR EXPLOSION DESTROYED NOT ONLY D'BARI, BUT ITS INHABITED PLANETS AS WELL."
AFTER LEAVING D'BARI, PHOENIX WAS INTERCEPTED BY OUR NEWEST, MOST POWERFUL BATTLE CRUISER. THE SHIP ATTACKED...
... AND WAS DESTROYED AS QUICKLY, AS EASILY, AS COMPLETELY, AS THE STAR. *
*SEE LAST ISH -- JIM.


WHEN I FIRST MET PHOENIX, SHE WAS A TERRAN FEMALE NAMED JEAN GREY, A BENEFICENT ENTITY. SHE AND HER FELLOW X-MEN HELPED STOP MY MAD BROTHER FROM UNLEASHING ARMAGEDDON. *
NOW, IT SEEMS, THE CHILD IS BENEFICENT NO LONGER. I FEAR AS WELL THAT SHE MEANS TO PICK UP WHERE MY BROTHER LEFT OFF.
*X-MEN #'S 107 & 108 -- JIM.
MINISTERS, IF THE EMPIRE-- IF THE UNIVERSE -- IS TO SURVIVE...
... PHOENIX MUST BE DESTROYED.
AT THAT MOMENT, ON EARTH, IN A MANSION KNOWN THROUGHOUT THE WORLD...
... Mr. PRESIDENT, IT'S THE SAME ENERGY MATRIX THAT STARCORE MONITORED EARLIER THIS EVENING. ONLY NOW IT'S FAR MORE POWERFUL, AND HEADING STRAIGHT FOR THE EARTH!
THANK YOU, DR. COAHBEAU. JOEL, GET ME THE AVENGERS!
AND, IN NEW YORK...
GOODNESS GRACIOUS! THAT'S A SPECIAL ALERT!
ONLY THE PRESIDENT CAN ACTIVATE IT-- AND ONLY THEN IN TIMES OF THE GRAVEST DANGER. I'VE NEVER HEARD IT SOUNDED IN EARNEST.
I PRAY THIS IS ONLY ANOTHER TEST.
Mr. JAHVIS, AH UNDERSTOOD THAT AN AVENJUH WAS ALWAYS SUPPOSED TO BE ON MONITUH DUTY. AH'VE BEEN CALLING FOAH SOME TIME, WITHOUT RESPONSE!
AN ENERGY FORCE OF UNKNOWN ORIGINS, BUT CONSIDERABLE POWER, IS APPROACHING EARTH.
IF THIS IS SOME EXTRATERRESTRIAL ATTACK, I WANT THE AVENJUHS READY TO DEAL WITH IT.
YES, SIR. I'LL ASSEMBLE THEM AT ONCE.
AFTER THE TRANSMISSION ENDS...
MASTER BEAST WAS ON MONITOR DUTY. THERE'S NO SIGN OF A STRUGGLE-- SO I DOUBT HE WAS KIDNAPPED. BUT NO MESSAGE FROM HIM, EITHER.
WHAT HAPPENED TO HIM?! WHERE COULD HE HAVE GONE?!

ANSWER: THE BEAST, ANSWERING CYCLOPS' SECRET CALL FOR HELP, HAS RETURNED TO HIS OLD ALMA MATER, PROFESSOR CHARLES XAVIER'S **SCHOOL FOR GIFTED YOUNGSTERS**-- SECRET HOME AND HEADQUARTERS OF THE UNCANNY **X-MEN**.

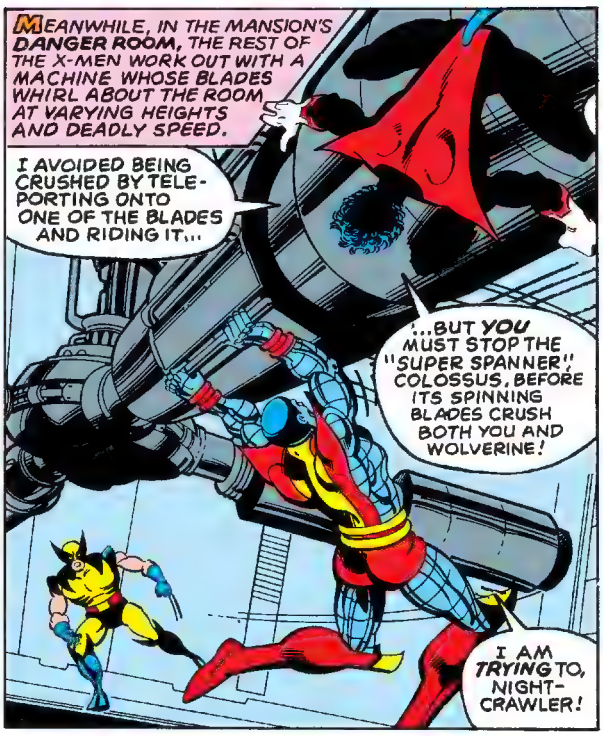
BEFORE HE JOINED THE AVENGERS, **HANK McCOY** WAS A CHARTER MEMBER OF THIS MUTANT TEAM. TONIGHT HE DISCOVERED THAT OLD LOYALTIES DIE VERY HARD.

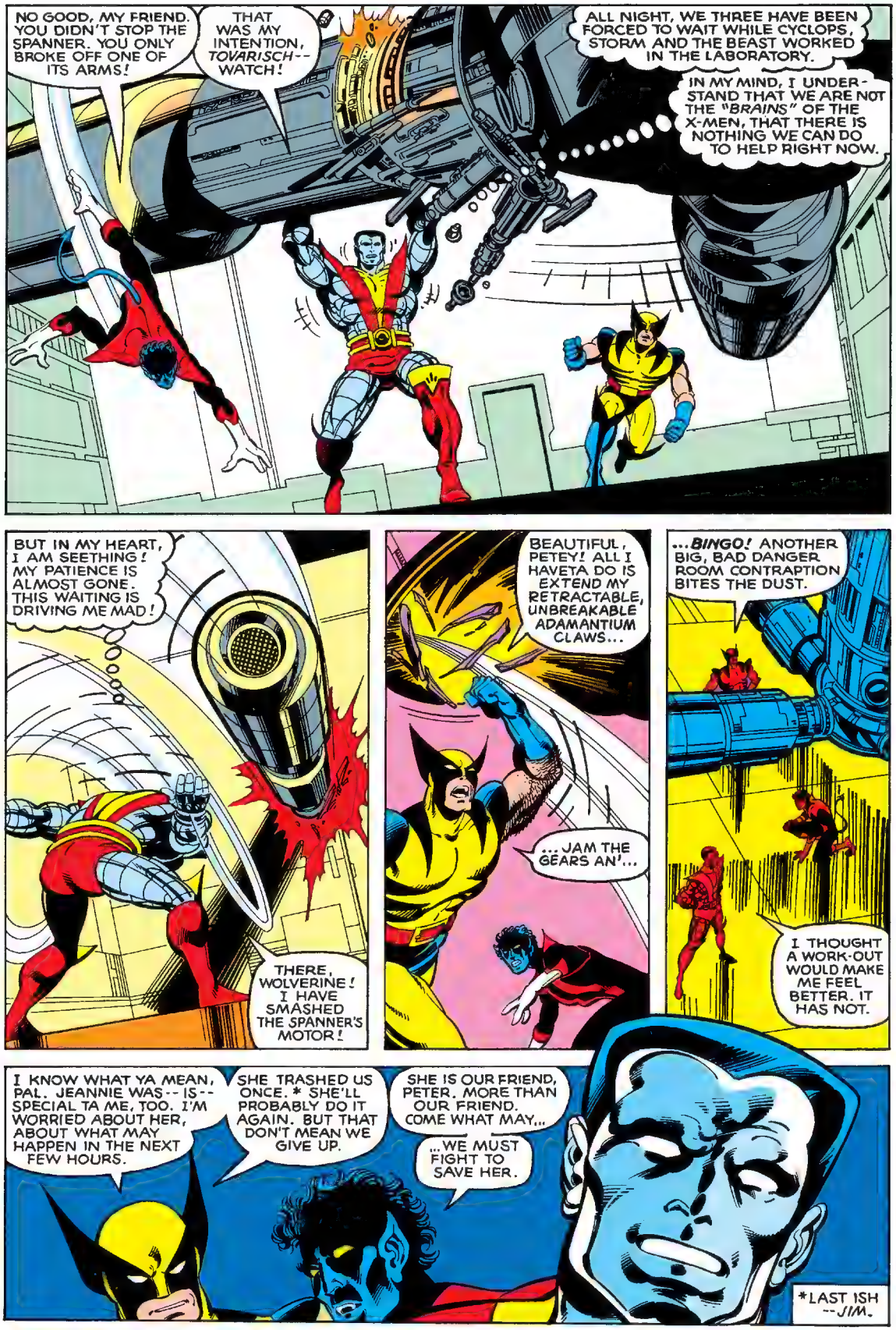

BY GEORGE, I'VE GOT IT!
GOT WHAT, HANK?
YOUR BASIC MNEMONIC SCRAMBLER. SLAP THIS ON JEANNIE'S HEAD AND SHE SHOULDN'T BE ABLE TO THINK A COHERENT THOUGHT, MUCH LESS READ MINDS OR THROW TELEKINETIC FORCE BOLTS.
GOOD WORK, BEAST.

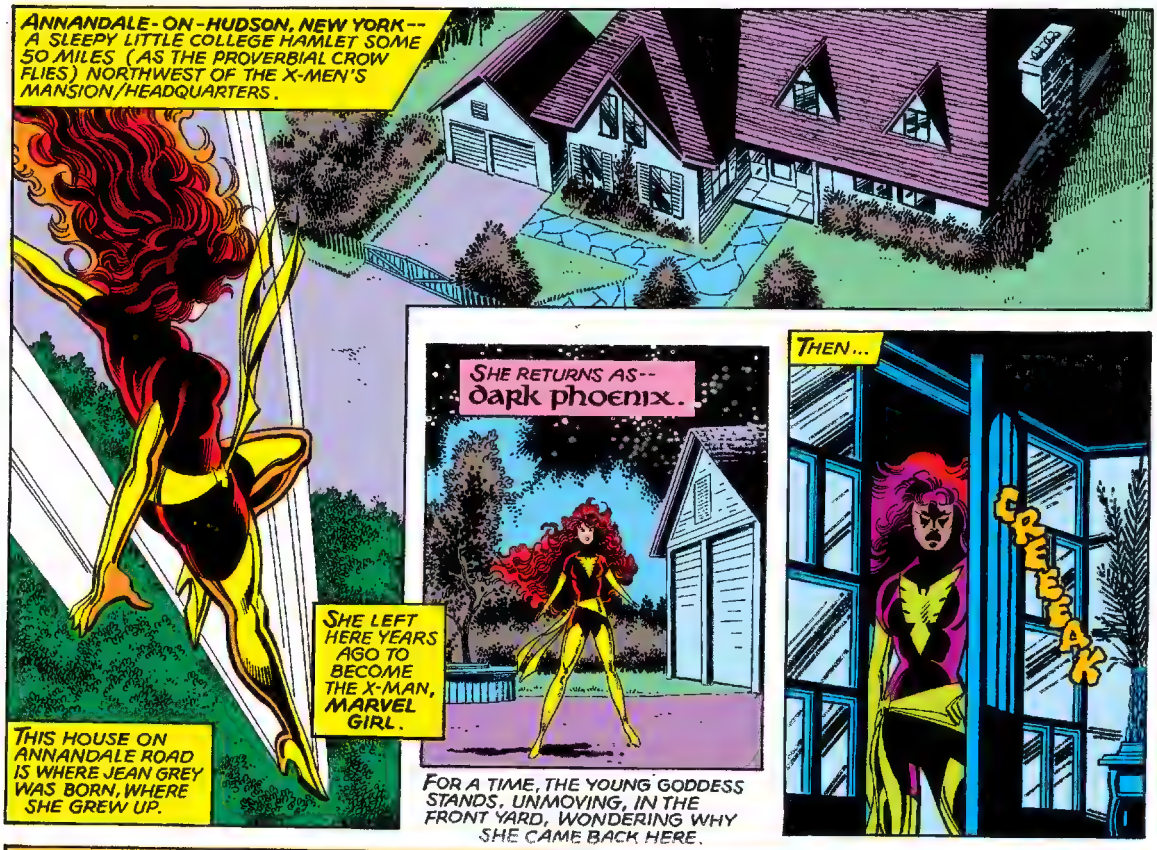
I'VE NEVER HEARD SUCH PAIN IN CYCLOPS' VOICE SOON NOW WE WILL HAVE TO FIGHT THE WOMAN HE LOVES -- PERHAPS TO THE DEATH. THAT KNOWLEDGE IS EATING HIM UP INSIDE.
SCOTT, I...
JUST A SEC. STORM.
I CAN'T OPEN MY EYES, EVEN THE TINIEST FRACTION, UNTIL I'VE PUT ON MY SPECIAL RUBY QUARTZ GLASSES, OR MY OPTIC BLASTS COULD PUNCH A TRUCK-SIZED HOLE IN THE WALL.

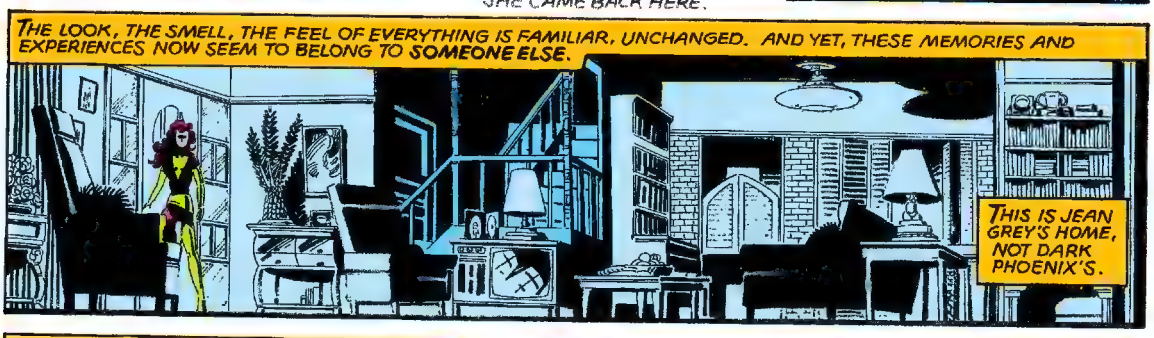
I'VE HAD TO BE THIS CAREFUL SINCE BEFORE I JOINED THE X-MEN. I'LL HAVE TO STAY THIS CAREFUL TILL THE DAY I DIE.
ORORO WANTS TO HELP ME, TO COMFORT ME. BUT I CAN'T GIVE IN. NOT YET. IF I GIVE FULL REIN TO MY FEELINGS, I'LL... SHATTER.
FOR JEAN'S SAKE, AS MUCH AS EVERYONE ELSE'S, I HAVE TO STAY STRONG... IN CONTROL.

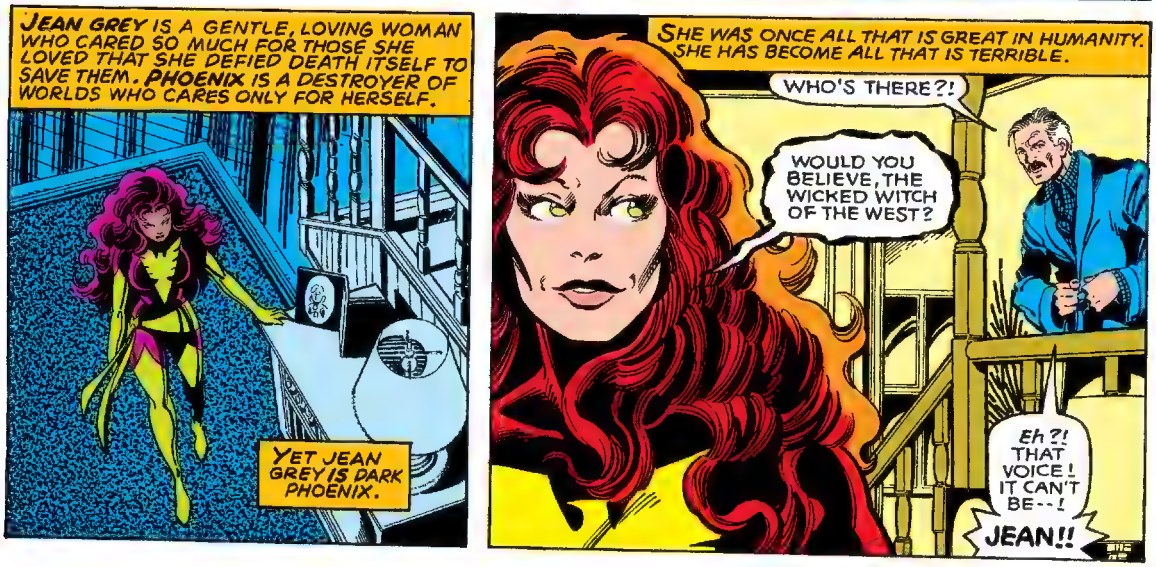
MEANWHILE, IN THE MANSION'S **DANGER ROOM**, THE REST OF THE X-MEN WORK OUT WITH A MACHINE WHOSE BLADES WHIRL ABOUT THE ROOM AT VARYING HEIGHTS AND DEADLY SPEED.

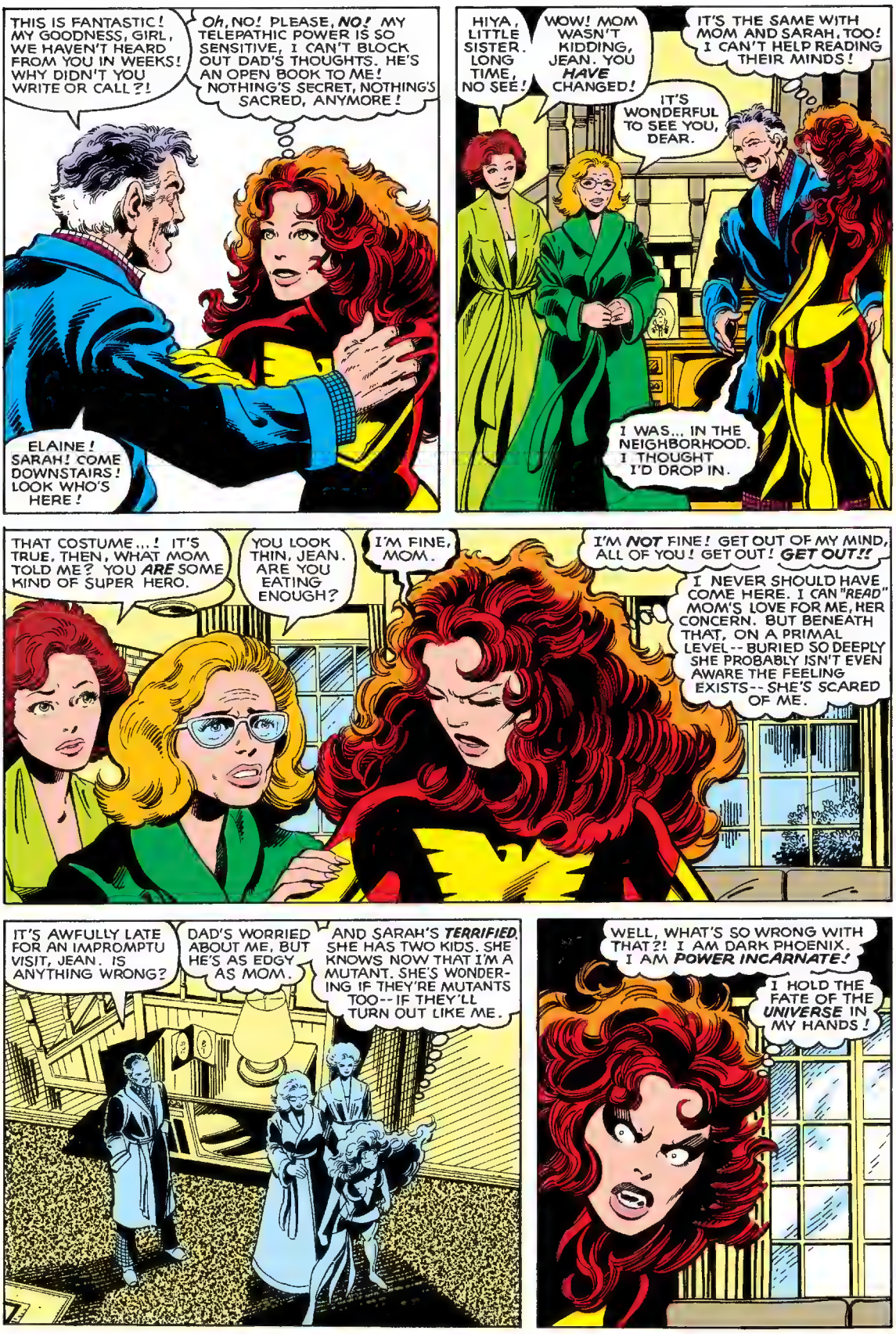

I AVOIDED BEING CRUSHED BY TELEPORTING ONTO ONE OF THE BLADES AND RIDING IT...
...BUT **YOU** MUST STOP THE "SUPER SPANNER", COLOSSUS, BEFORE ITS SPINNING BLADES CRUSH BOTH YOU AND WOLVERINE!
I AM **TRYING** TO, NIGHTCRAWLER!

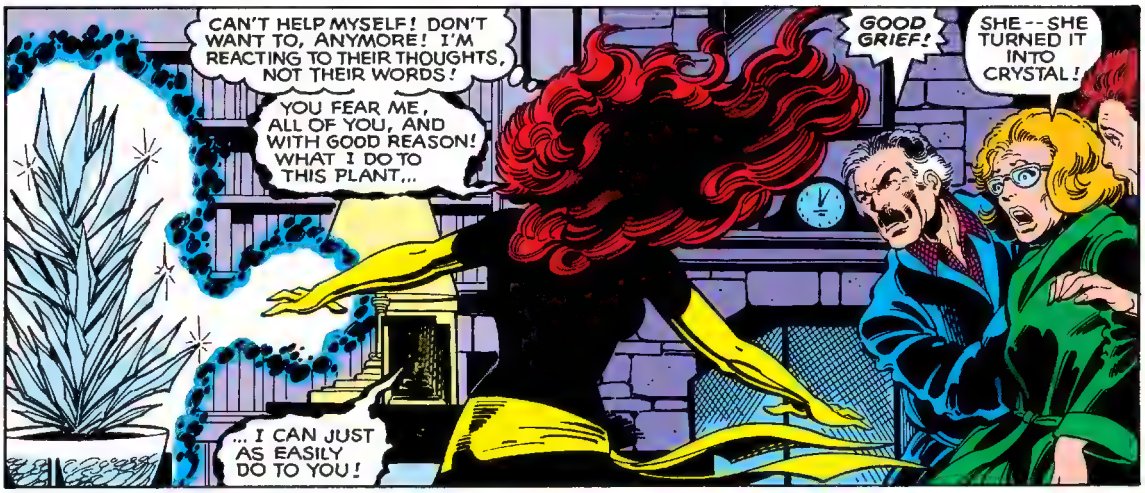

NO GOOD, MY FRIEND. YOU DIDN'T STOP THE SPANNER. YOU ONLY BROKE OFF ONE OF ITS ARMS!
THAT WAS MY INTENTION, TOVARISCH-- WATCH!
ALL NIGHT, WE THREE HAVE BEEN FORCED TO WAIT WHILE CYCLOPS, STORM AND THE BEAST WORKED IN THE LABORATORY.
IN MY MIND, I UNDERSTAND THAT WE ARE NOT THE "BRAINS" OF THE X-MEN, THAT THERE IS NOTHING WE CAN DO TO HELP RIGHT NOW.
BUT IN MY HEART, I AM SEETHING! MY PATIENCE IS ALMOST GONE. THIS WAITING IS DRIVING ME MAD!
THERE, WOLVERINE! I HAVE SMASHED THE SPANNER'S MOTOR!
BEAUTIFUL, PETEY! ALL I HAVETA DO IS EXTEND MY RETRACTABLE, UNBREAKABLE ADAMANTIUM CLAWS...
...JAM THE GEARS AN'...
...BINGO! ANOTHER BIG, BAD DANGER ROOM CONTRAPTION BITES THE DUST.
I THOUGHT A WORK-OUT WOULD MAKE ME FEEL BETTER. IT HAS NOT.
I KNOW WHAT YA MEAN, PAL. JEANNIE WAS-- IS-- SPECIAL TA ME, TOO. I'M WORRIED ABOUT HER, ABOUT WHAT MAY HAPPEN IN THE NEXT FEW HOURS.
SHE TRASHED US ONCE. * SHE'LL PROBABLY DO IT AGAIN. BUT THAT DON'T MEAN WE GIVE UP.
SHE IS OUR FRIEND, PETER. MORE THAN OUR FRIEND. COME WHAT MAY...
...WE MUST FIGHT TO SAVE HER.
*LAST ISH --JIM.

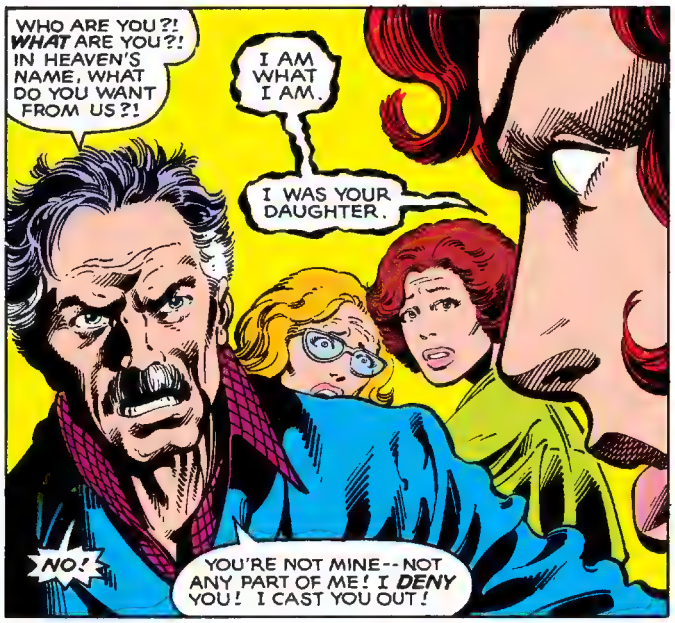

ANNANDALE-ON-HUDSON, NEW YORK-- A SLEEPY LITTLE COLLEGE HAMLET SOME 50 MILES (AS THE PROVERBIAL CROW FLIES) NORTHWEST OF THE X-MEN'S MANSION/HEADQUARTERS.
THIS HOUSE ON ANNANDALE ROAD IS WHERE JEAN GREY WAS BORN, WHERE SHE GREW UP.
SHE LEFT HERE YEARS AGO TO BECOME THE X-MAN, MARVEL GIRL.
SHE RETURNS AS-- dark phoenix.
FOR A TIME, THE YOUNG GODDESS STANDS, UNMOVING, IN THE FRONT YARD, WONDERING WHY SHE CAME BACK HERE.
THEN...
CREEEAK

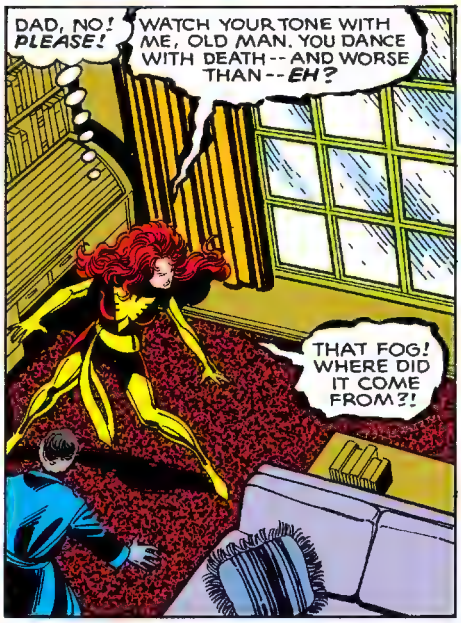

THE LOOK, THE SMELL, THE FEEL OF EVERYTHING IS FAMILIAR, UNCHANGED. AND YET, THESE MEMORIES AND EXPERIENCES NOW SEEM TO BELONG TO SOMEONE ELSE.
THIS IS JEAN GREY'S HOME, NOT DARK PHOENIX'S.

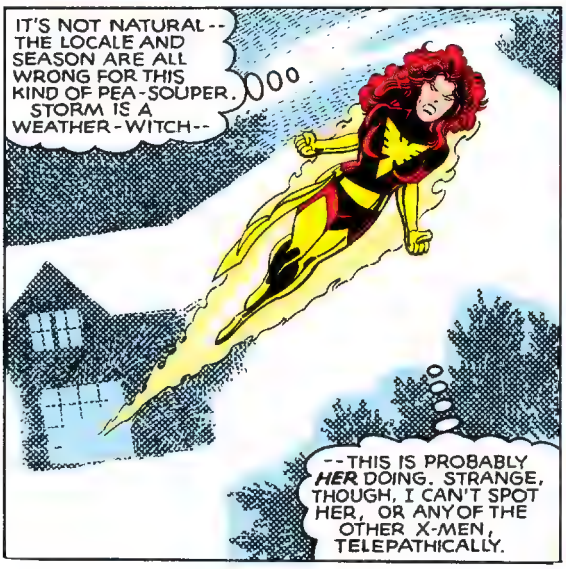

JEAN GREY IS A GENTLE, LOVING WOMAN WHO CARED SO MUCH FOR THOSE SHE LOVED THAT SHE DEFIED DEATH ITSELF TO SAVE THEM. PHOENIX IS A DESTROYER OF WORLDS WHO CARES ONLY FOR HERSELF.
YET JEAN GREY IS DARK PHOENIX.
SHE WAS ONCE ALL THAT IS GREAT IN HUMANITY. SHE HAS BECOME ALL THAT IS TERRIBLE.
WHO'S THERE?!
WOULD YOU BELIEVE, THE WICKED WITCH OF THE WEST?
EH?! THAT VOICE! IT CAN'T BE--!
JEAN!!


THIS IS FANTASTIC! MY GOODNESS, GIRL, WE HAVEN'T HEARD FROM YOU IN WEEKS! WHY DIDN'T YOU WRITE OR CALL?!
Oh, NO! PLEASE, NO! MY TELEPATHIC POWER IS SO SENSITIVE, I CAN'T BLOCK OUT DAD'S THOUGHTS. HE'S AN OPEN BOOK TO ME! NOTHING'S SECRET, NOTHING'S SACRED, ANYMORE!
ELAINE! SARAH! COME DOWNSTAIRS! LOOK WHO'S HERE!
HIYA, LITTLE SISTER. LONG TIME, NO SEE!
WOW! MOM WASN'T KIDDING, JEAN. YOU HAVE CHANGED!
IT'S THE SAME WITH MOM AND SARAH, TOO! I CAN'T HELP READING THEIR MINDS!
IT'S WONDERFUL TO SEE YOU, DEAR.
I WAS... IN THE NEIGHBORHOOD. I THOUGHT I'D DROP IN.
THAT COSTUME...! IT'S TRUE, THEN, WHAT MOM TOLD ME? YOU ARE SOME KIND OF SUPER HERO.
YOU LOOK THIN, JEAN. ARE YOU EATING ENOUGH?
I'M FINE, MOM.
I'M NOT FINE! GET OUT OF MY MIND, ALL OF YOU! GET OUT! GET OUT!!
I NEVER SHOULD HAVE COME HERE. I CAN "READ" MOM'S LOVE FOR ME, HER CONCERN. BUT BENEATH THAT, ON A PRIMAL LEVEL -- BURIED SO DEEPLY SHE PROBABLY ISN'T EVEN AWARE THE FEELING EXISTS -- SHE'S SCARED OF ME.
IT'S AWFULLY LATE FOR AN IMPROMPTU VISIT, JEAN. IS ANYTHING WRONG?
DAD'S WORRIED ABOUT ME, BUT HE'S AS EDGY AS MOM.
AND SARAH'S TERRIFIED. SHE HAS TWO KIDS. SHE KNOWS NOW THAT I'M A MUTANT. SHE'S WONDERING IF THEY'RE MUTANTS TOO -- IF THEY'LL TURN OUT LIKE ME.
WELL, WHAT'S SO WRONG WITH THAT?! I AM DARK PHOENIX. I AM POWER INCARNATE!
I HOLD THE FATE OF THE UNIVERSE IN MY HANDS!

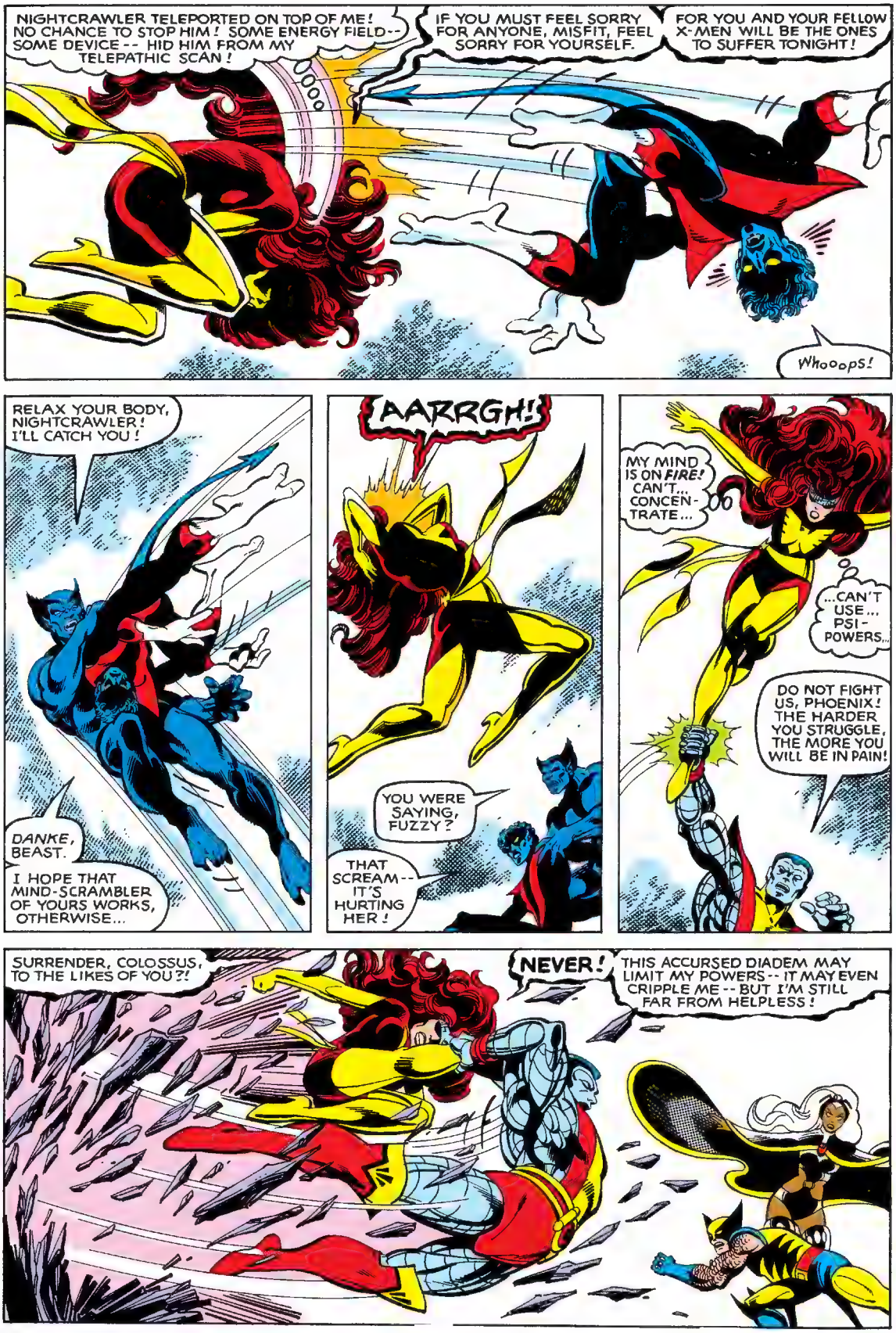

CAN'T HELP MYSELF! DON'T WANT TO, ANYMORE! I'M REACTING TO THEIR THOUGHTS, NOT THEIR WORDS!
YOU FEAR ME, ALL OF YOU, AND WITH GOOD REASON! WHAT I DO TO THIS PLANT...
... I CAN JUST AS EASILY DO TO YOU!
GOOD GRIEF!
SHE--SHE TURNED IT INTO CRYSTAL!


WHO ARE YOU?! WHAT ARE YOU?! IN HEAVEN'S NAME, WHAT DO YOU WANT FROM US?!
I AM WHAT I AM.
I WAS YOUR DAUGHTER.
NO!
YOU'RE NOT MINE--NOT ANY PART OF ME! I DENY YOU! I CAST YOU OUT!

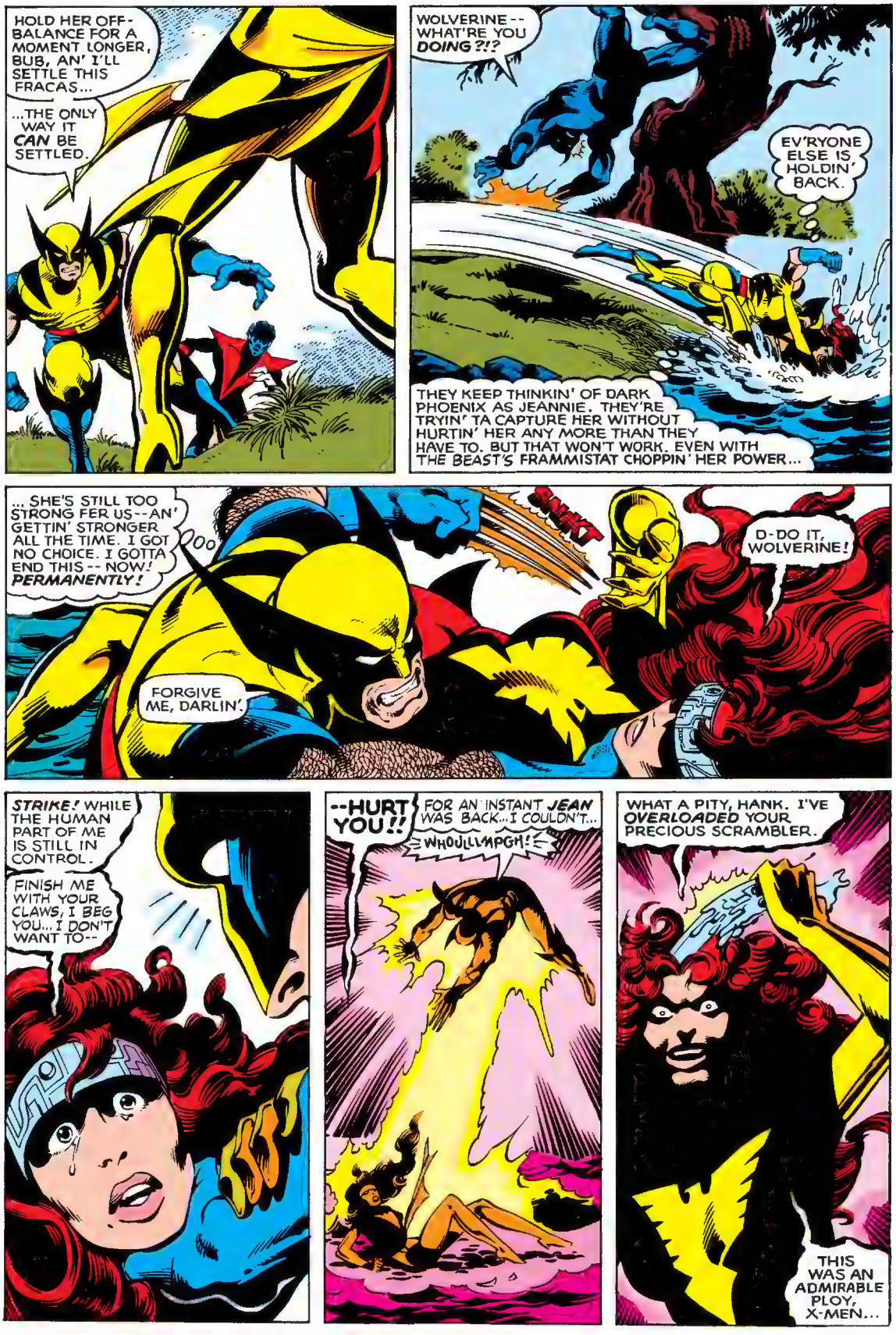

DAD, NO! PLEASE!
WATCH YOUR TONE WITH ME, OLD MAN. YOU DANCE WITH DEATH--AND WORSE THAN--EH?
THAT FOG! WHERE DID IT COME FROM?!


IT'S NOT NATURAL--THE LOCALE AND SEASON ARE ALL WRONG FOR THIS KIND OF PEA-SOUPER. STORM IS A WEATHER-WITCH--
--THIS IS PROBABLY HER DOING. STRANGE, THOUGH, I CAN'T SPOT HER, OR ANY OF THE OTHER X-MEN, TELEPATHICALLY.

SURPRISE, LEIBCHEN. I'M SORRY--TRULY SORRY--THINGS MUST TURN OUT THIS WAY...
...BUT, AS THE SAYING GOES, IT'S FOR YOUR OWN GOOD.


NIGHTCRAWLER TELEPORTED ON TOP OF ME! NO CHANCE TO STOP HIM! SOME ENERGY FIELD-- SOME DEVICE -- HID HIM FROM MY TELEPATHIC SCAN!
IF YOU MUST FEEL SORRY FOR ANYONE, MISFIT, FEEL SORRY FOR YOURSELF.
FOR YOU AND YOUR FELLOW X-MEN WILL BE THE ONES TO SUFFER TONIGHT!
Whoooops!
RELAX YOUR BODY, NIGHTCRAWLER! I'LL CATCH YOU!
DANKE, BEAST.
I HOPE THAT MIND-SCRAMBLER OF YOURS WORKS, OTHERWISE...
AARRGH!
YOU WERE SAYING, FUZZY?
THAT SCREAM-- IT'S HURTING HER!
MY MIND IS ON FIRE! CAN'T... CONCEN-TRATE...
...CAN'T USE... PSI-POWERS...
DO NOT FIGHT US, PHOENIX! THE HARDER YOU STRUGGLE, THE MORE YOU WILL BE IN PAIN!
SURRENDER, COLOSSUS, TO THE LIKES OF YOU?!
NEVER!
THIS ACCURSED DIADEM MAY LIMIT MY POWERS -- IT MAY EVEN CRIPPLE ME -- BUT I'M STILL FAR FROM HELPLESS!

SHE WON'T YIELD! NO MORE THAN ANY OF US WOULD, WERE OUR POSITIONS REVERSED. EVIL THOUGH DARK PHOENIX IS...
...SHE IS STILL JEAN GREY, WITH ALL OF JEAN'S STRENGTH AND COURAGE.
YOU ARE CLOSER TO ME THAN MY OWN SISTER, STORM, YET I WON'T HESITATE TO STRIKE YOU DOWN.
I DON'T WANT THIS, JEAN! NONE OF US DO!
IN THE NAME OF THE LOVE WE SHARE--
--LET US HELP YOU!
IN THE NAME OF THE LOVE WE SHARED, ORORO--
--I WILL WEEP OVER YOUR GRAVE.
UNNNGNH!!
TEMPER, TEMPER, CARROT-TOP!
BEAST!
WE'RE RUNNING OUT OF TIME! MY SCRAMBLER-DIADEM'S GLOWING--JEAN'S FIGHTING ITS EFFECTS, DRAWING ON MORE AND MORE RAW POWER.
SHE'S BURNING IT OUT!


HOLD HER OFF-BALANCE FOR A MOMENT LONGER, BUB, AN' I'LL SETTLE THIS FRACAS...
...THE ONLY WAY IT CAN BE SETTLED.
WOLVERINE -- WHAT'RE YOU DOING?!?
EV'RYONE ELSE IS HOLDIN' BACK.
THEY KEEP THINKIN' OF DARK PHOENIX AS JEANNIE. THEY'RE TRYIN' TA CAPTURE HER WITHOUT HURTIN' HER ANY MORE THAN THEY HAVE TO. BUT THAT WON'T WORK. EVEN WITH THE BEAST'S FRAMMISTAT CHOPPIN' HER POWER...
... SHE'S STILL TOO STRONG FER US--AN' GETTIN' STRONGER ALL THE TIME. I GOT NO CHOICE. I GOTTA END THIS -- NOW! PERMANENTLY!
D-DO IT, WOLVERINE!
FORGIVE ME, DARLIN'.
STRIKE! WHILE THE HUMAN PART OF ME IS STILL IN CONTROL.
FINISH ME WITH YOUR CLAWS, I BEG YOU... I DON'T WANT TO--
--HURT YOU!!
FOR AN INSTANT JEAN WAS BACK... I COULDN'T...
WHOULLMPGH!
WHAT A PITY, HANK. I'VE OVERLOADED YOUR PRECIOUS SCRAMBLER.
THIS WAS AN ADMIRABLE PLOY, X-MEN...

...BUT A PLOY THAT FAILED.
WITH A THOUGHT, SHE FREEZES THE FIVE OF THEM WHERE THEY STAND, INSTANTLY TRANSFORMING THEM INTO LIVING STATUES.
WITH A SECOND THOUGHT, SHE TELEKINETICALLY DISPERSES STORM'S FOG.
THERE. THAT'S BETTER.
BUT, NOW THAT I HAVE YOU, WHATEVER AM I GOING TO DO WITH YOU?
JEAN, IF THERE IS ANYTHING HUMAN REMAINING WITHIN YOU...
THERE ISN'T.
...HEAR ME! REMEMBER WHAT YOU WERE, WHAT YOU MEANT TO US AND WE, TO YOU. I...
HUSH, COLOSSUS.
AIIIEARRGH!
YOUR APPEAL IS HEARD-- AND DENIED.
ANY LAST THOUGHTS, "LITTLE BROTHER," BEFORE FINAL SENTENCE IS PASSED?
STOP IT, JEAN.
CYCLOPS!
I WAS WONDERING WHEN YOU'D TURN UP.

HAVE YOU COME TO FIGHT?
I HOPE SO.
I CAME TO TALK.
I WON'T LISTEN!
THEN, KILL ME.
I CAN'T STOP YOU. I WON'T EVEN TRY. BE TRUE TO YOUR MALEFIC DESTINY, PHOENIX-- KILL ME...
...IF YOU CAN.

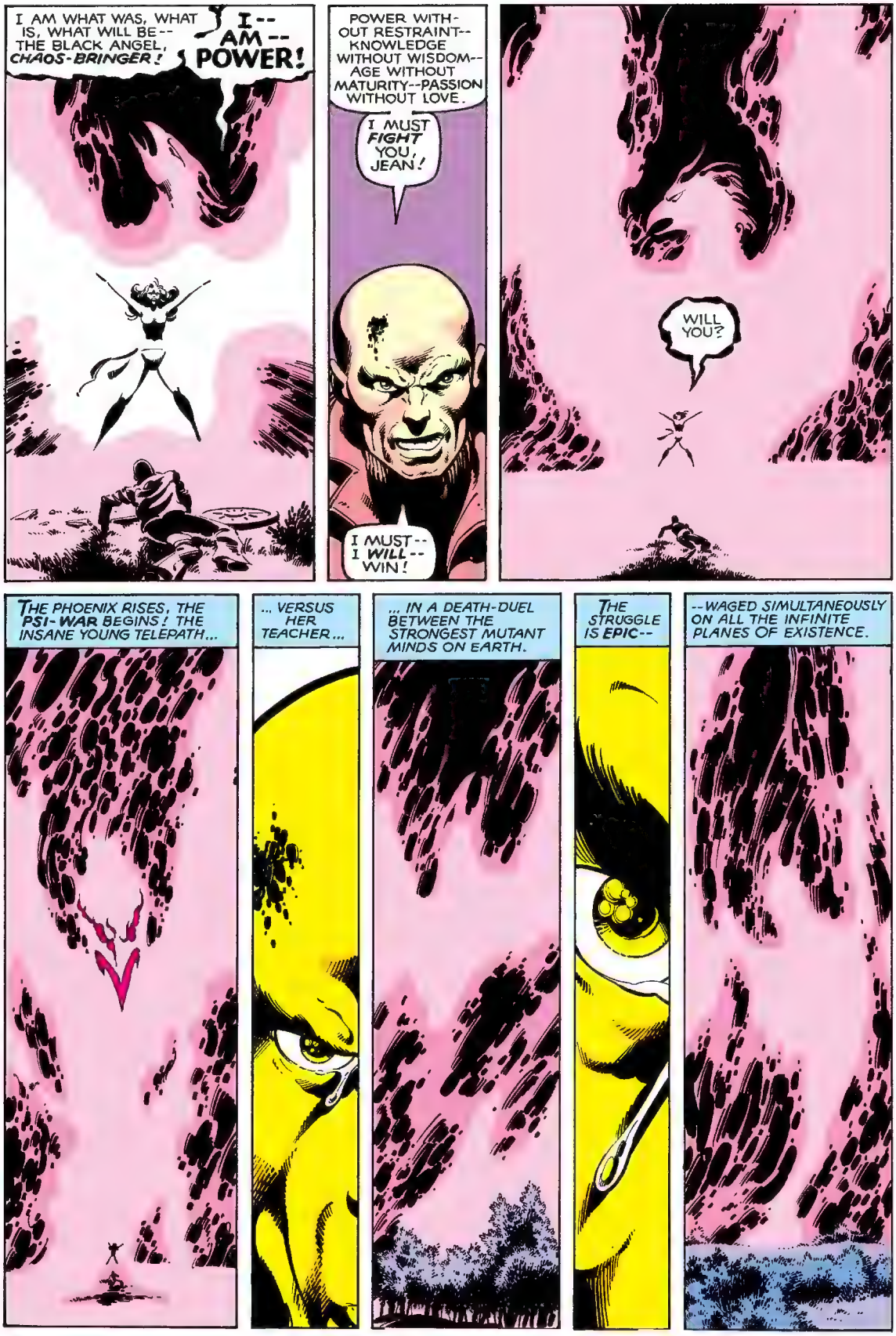
BUT IF YOU CAN'T, THEN ASK YOURSELF WHY. YOU'RE DARK PHOENIX--POWER INCARNATE. NO FORCE IN EXISTENCE CAN STAND AGAINST YOU. THE X-MEN HAVE DEFIED YOU, FOUGHT YOU-- YET WE LIVE.
WHY?!
YOU'RE ... NOT WORTH KILLING.

THAT'S ONE ANSWER. BUT THERE'S ANOTHER. TRUE, YOU'RE DARK PHOENIX, BUT YOU'RE ALSO STILL JEAN GREY. NO MATTER HOW HARD YOU TRY, YOU CAN'T EXORCISE THAT PART OF YOURSELF. IT'S TOO FUNDAMENTAL.
YOU CAN'T KILL US BECAUSE YOU LOVE US. AND WE LOVE YOU.
DARK PHOENIX KNOWS NOTHING OF LOVE!

Oh? FOR LOVE OF THE X-MEN, YOU SACRIFICED YOUR LIFE. FOR LOVE OF ME, YOU RESURRECTED YOURSELF. FOR LOVE OF THE WHOLE UNIVERSE, YOU ALMOST DIED A SECOND TIME TO SAVE IT.
KNOW NOTHING OF LOVE?! JEAN, YOU ARE LOVE!

YOUR EXISTENCE, YOUR VERY CREATION, SPRINGS FROM LOVE, FROM THE NOBLEST EMOTIONS A HUMAN CAN ATTAIN.
AND NOW, YOU WANT TO DENY THAT? TO DENY YOURSELF?
YES!
NO.
I... HUNGER, SCOTT--FOR A JOY, A RAPTURE, BEYOND ALL COMPREHENSION. THAT NEED IS A PART OF ME, TOO.
IT... CONSUMES ME.

IT DOESN'T HAVE TO. TRUST ME. LET ME HELP--
JEAN!!
OHH!!
PROFESSOR XAVIER?!?
WHAT HAVE YOU DONE!?!
WHILE YOU DISTRACTED HER, I WAS ABLE TO APPROACH AND MIND-BLAST PHONIX. I-I HAD NO ALTERNATIVE.
NOW STAND ASIDE--AT ONCE! I DO NOT WISH YOU TO BE HURT.
YOU HEARD OUR "MENTOR," MY LOVE. AWAY WITH YOU!
URRRGH!
MEDDLING OLD FOOL--
--YOU HAVE JUST SIGNED YOUR DEATH WARRANT!
PERHAPS, PHOENIX. BUT I AM IN PART RESPONSIBLE FOR WHAT HAS HAPPENED HERE. THOUGH IT MAY COST ME MY LIFE--
--I WILL PUT IT RIGHT.
WHY, PROFESSOR, YOU SOUND ALMOST GUILTY--AS WELL YOU SHOULD! YOU UNLEASHED MY LATENT TELEPATHIC ABILITY. YOU SET IN MOTION THE CHAIN OF EVENTS THAT CREATED FIRST PHOENIX--
--AND THEN, DARK PHOENIX!
BEHOLD YOUR CREATION, CHARLES XAVIER!


I AM WHAT WAS, WHAT IS, WHAT WILL BE-- THE BLACK ANGEL, CHAOS-BRINGER!
I-- AM-- POWER!
POWER WITHOUT RESTRAINT-- KNOWLEDGE WITHOUT WISDOM-- AGE WITHOUT MATURITY--PASSION WITHOUT LOVE.
I MUST FIGHT YOU, JEAN!
I MUST-- I WILL-- WIN!
WILL YOU?
THE PHOENIX RISES, THE PSI-WAR BEGINS! THE INSANE YOUNG TELEPATH...
... VERSUS HER TEACHER...
... IN A DEATH-DUEL BETWEEN THE STRONGEST MUTANT MINDS ON EARTH.
THE STRUGGLE IS EPIC--
--WAGED SIMULTANEOUSLY ON ALL THE INFINITE PLANES OF EXISTENCE.

NOT LONG AGO, YET FOR JEAN, A LIFETIME AGO, PHOENIX BOUND A ROGUE NEUTRON GALAXY WITHIN A STASIS-FIELD OF LIVING ANTI-ENERGY, THEREBY PREVENTING THAT ULTIMATE BLACK HOLE FROM DESTROYING THE ENTIRE UNIVERSE.
NOW, IN MUCH THE SAME WAY, CHARLES XAVIER SEEKS TO BIND DARK PHOENIX ONCE MORE...
... WITHIN AN UNBREACHABLE NETWORK OF PSIONIC CIRCUIT BREAKERS.
THE END COMES SUDDENLY. ONE MOMENT, THE PHOENIX-EFFECT IS LIGHTING UP THE COUNTRYSIDE LIKE A SMALL SUN.
JEAN!!
THE NEXT, JEAN GREY COLLAPSES TO THE GROUND LIKE A PUPPET WITH ITS STRINGS CUT.
WOULD... HAVE LOST-- BUT I... SENSED JEAN... FIGHTING HER PHOENIX-SELF... HELPING ME...
BLESS YOU, CHILD. I AM ...SO PROUD OF YOU...
JEAN?
SHE'S SO STILL. I'M NOT EVEN SURE SHE'S ALIVE. I WANT HER TO LIVE--
--BUT WHAT IF SHE HASN'T CHANGED? WHAT IF SHE'S STILL DARK PHOENIX?!
I'LL LOVE HER JUST THE SAME.
FOR BETTER, WORSE, RICHER, POORER, SICKNESS, HEALTH-- TILL DEATH DO US PART.
HI.
H-HI, YOURSELF.
IF I DIDN'T KNOW BETTER, I'D SAY THOSE THOUGHTS I JUST PICKED UP SOUNDED LIKE A PROPOSAL.
THEY DID, DIDN'T THEY?
WHAT DO YOU SAY, RED?
I SAY, YES!

STAY BACK, SARAH. LET YOUR FATHER HANDLE THIS.
HERE! JEAN, TAKE MY ROBE, DAUGHTER, BEFORE YOU CATCH COLD.
THANKS, DAD.
Oh, DEAR. I DON'T BELIEVE IT. DAD IS... BLUSHING!
ANGEL! WHERE DID YOU COME FROM?
NEW MEXICO. THE PROFESSOR HAD ME FLY HIM UP HERE.
I GET THE FEELING WE ARRIVED HERE IN THE PROVERBIAL NICK OF TIME.

I CAN STILL "HEAR" YOU THROUGH OUR PSIONIC RAPPORT, JEAN. HOW DO YOU FEEL? ARE YOU...?
CURED? I... THINK SO. I HOPE SO.
THANKS TO THE PROFESSOR, I'M AS CURED AS I'LL EVER BE.
XAVIER! WHAT THE DEVIL HAS BEEN GOING ON HERE?!
I'LL BE HAPPY TO EXPLAIN, Dr. GREY. BUT FIRST, COULD I TROUBLE YOU FOR SOME TEA?
IT'S BEEN A MOST STRENUOUS NIGHT.

JOHN, WHAT DOES THIS MEAN?!
I DON'T KNOW. THE X-MEN SEEMED AS SURPRISED AS WE WERE. IF SOME ENEMY, SOME... SUPER-VILLAIN, HAS KIDNAPPED THEM...
... WE MAY NEVER SEE THEM -- OR... JEAN -- AGAIN!

NEXT ISSUE: THE END OF AN EPIC -- A 35-PAGE MASTERWORK!

# The FATE of THE PHOENIX!

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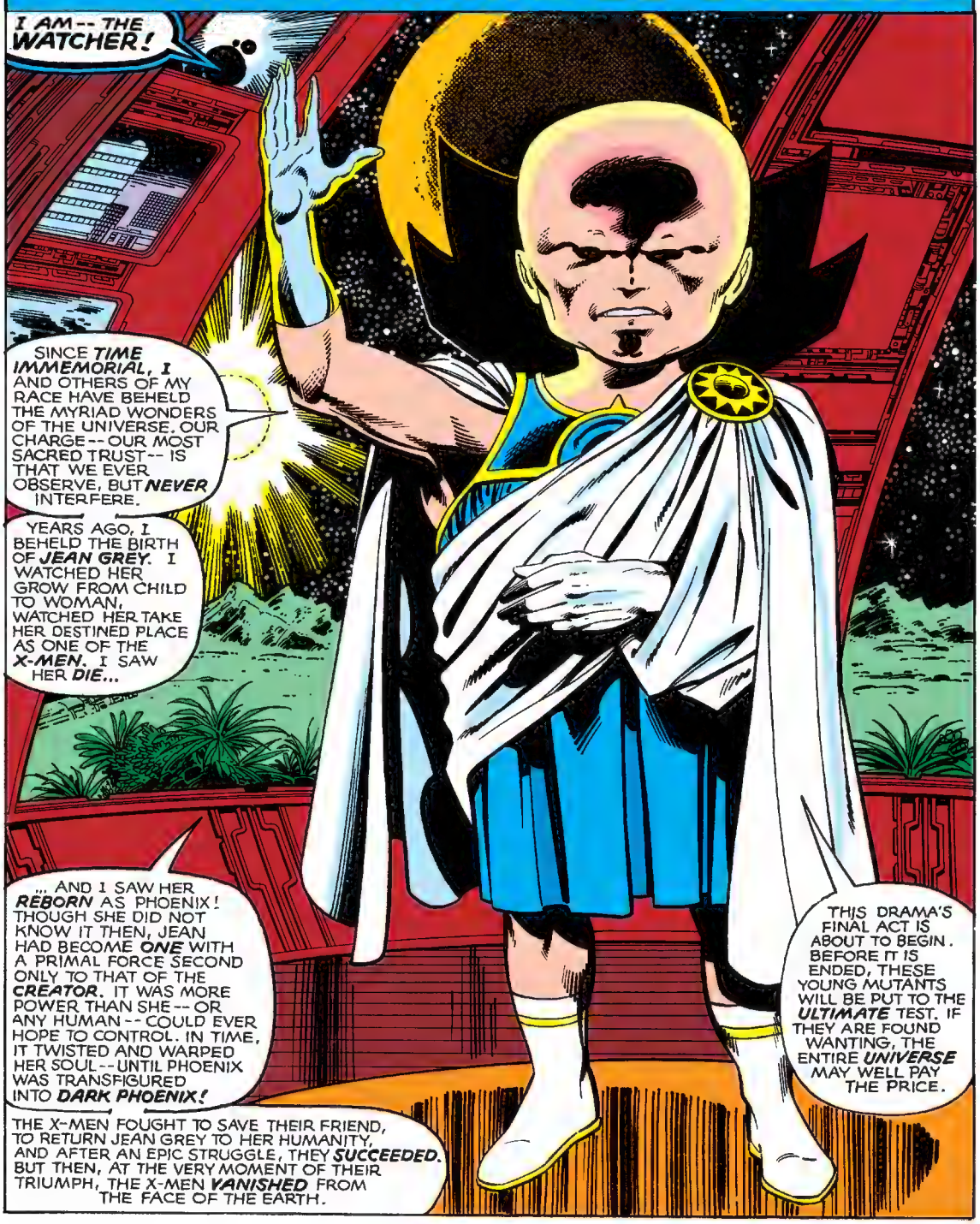
Seventeen years ago, this month, *Stan Lee* and *Jack Kirby* chronicled the first adventure of one of the strangest super hero teams ever created — and a ***legend*** was born! Today, *Chris Claremont*, *John Byrne* and *Terry Austin* proudly celebrate that anniversary and ***reaffirm*** that legend!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™


I AM -- THE WATCHER!
SINCE TIME IMMEMORIAL, I AND OTHERS OF MY RACE HAVE BEHELD THE MYRIAD WONDERS OF THE UNIVERSE. OUR CHARGE -- OUR MOST SACRED TRUST -- IS THAT WE EVER OBSERVE, BUT NEVER INTERFERE.
YEARS AGO, I BEHELD THE BIRTH OF JEAN GREY. I WATCHED HER GROW FROM CHILD TO WOMAN, WATCHED HER TAKE HER DESTINED PLACE AS ONE OF THE X-MEN. I SAW HER DIE...
... AND I SAW HER REBORN AS PHOENIX! THOUGH SHE DID NOT KNOW IT THEN, JEAN HAD BECOME ONE WITH A PRIMAL FORCE SECOND ONLY TO THAT OF THE CREATOR. IT WAS MORE POWER THAN SHE -- OR ANY HUMAN -- COULD EVER HOPE TO CONTROL. IN TIME, IT TWISTED AND WARPED HER SOUL -- UNTIL PHOENIX WAS TRANSFIGURED INTO DARK PHOENIX!
THIS DRAMA'S FINAL ACT IS ABOUT TO BEGIN. BEFORE IT IS ENDED, THESE YOUNG MUTANTS WILL BE PUT TO THE ULTIMATE TEST. IF THEY ARE FOUND WANTING, THE ENTIRE UNIVERSE MAY WELL PAY THE PRICE.
THE X-MEN FOUGHT TO SAVE THEIR FRIEND, TO RETURN JEAN GREY TO HER HUMANITY, AND AFTER AN EPIC STRUGGLE, THEY SUCCEEDED. BUT THEN, AT THE VERY MOMENT OF THEIR TRIUMPH, THE X-MEN VANISHED FROM THE FACE OF THE EARTH.

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# THE FATE OF THE PHOENIX.

A MOMENT AGO, THEY HAD BEEN ON EARTH.

WHAT HAPPENED?!

WHERE THE DEVIL ARE WE?!

LET ME PUT IT THIS WAY, CYKE--

-- I DON'T THINK WE'RE IN KANSAS ANYMORE.

CUTE, BEAST, REAL CUTE. BUT WHO ARE THESE... PEOPLE?! WHAT DO THEY WANT WITH US?!

WE'RE SURROUNDED BY ARMED AND ARMORED WARRIORS, ANGEL, SO I DOUBT IT IS ANYTHING GOOD.

PROFESSOR XAVIER, I DO NOT UNDERSTAND. WE WERE IN THE GARDEN OF JEAN'S PARENT'S HOUSE...

AND, NOW, WE ARE ON THE CARGO DECK OF A SHI'AR IMPERIAL DREADNOUGHT. I RECOGNIZE IT. THIS IS THE FLAGSHIP OF LILANDRA'S GRAND FLEET!

AND IF IT IS HERE, THEN LILANDRA-- THE WOMAN I LOVE-- CANNOT BE FAR...!

X-MEN! HEED THE WORDS OF GLADIATOR, PRAETOR OF THE IMPERIAL GUARD!

YOU STAND IN THE PRESENCE OF LILANDRA-- MAJESTRIX SHI'AR, EMPRESS!

YOUR FATE IS IN HER HANDS!

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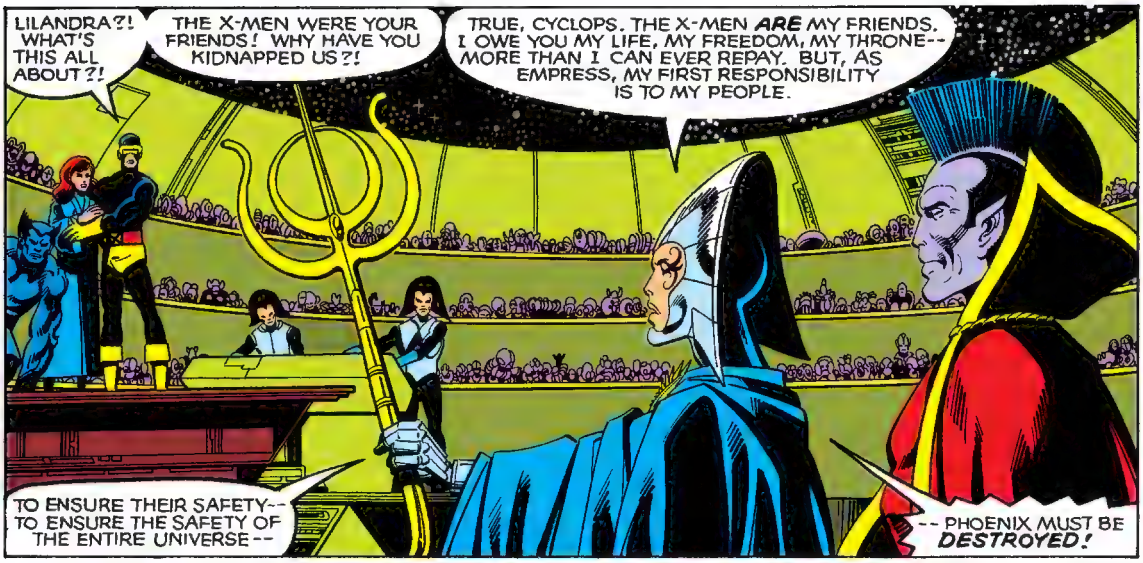
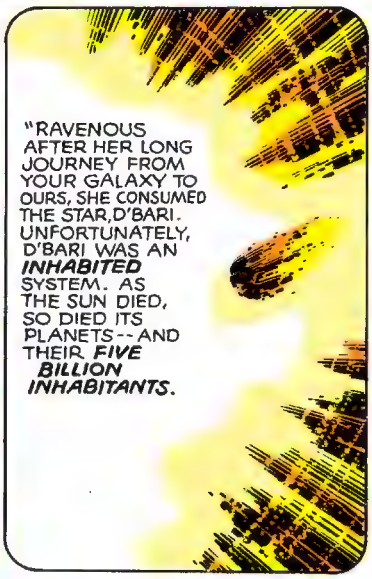

LILANDRA?! WHAT'S THIS ALL ABOUT?!
THE X-MEN WERE YOUR FRIENDS! WHY HAVE YOU KIDNAPPED US?!
TRUE, CYCLOPS. THE X-MEN ARE MY FRIENDS. I OWE YOU MY LIFE, MY FREEDOM, MY THRONE-- MORE THAN I CAN EVER REPAY. BUT, AS EMPRESS, MY FIRST RESPONSIBILITY IS TO MY PEOPLE.
TO ENSURE THEIR SAFETY-- TO ENSURE THE SAFETY OF THE ENTIRE UNIVERSE--
-- PHOENIX MUST BE DESTROYED!

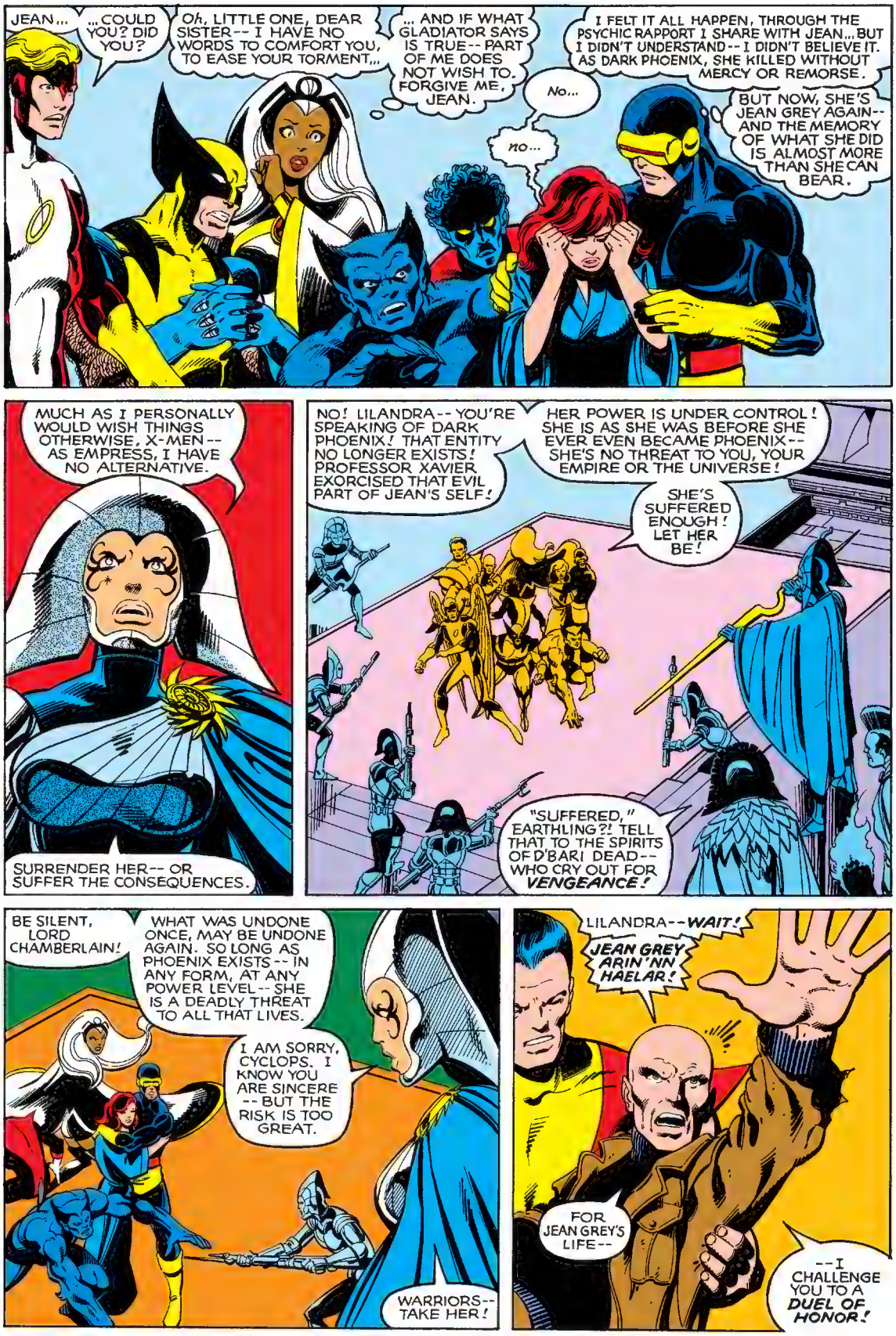
PHOENIX?! ME?!
WHY?!?
AS I RECALL, LILANDRA, PHOENIX STOPPED YOUR BROTHER FROM SINGLE-HANDEDLY DESTROYING THE UNIVERSE. *
IS THIS HOW YOU REPAY HER?!
*X-MEN #108 -- JIM.

WE HAD NO QUARREL WITH PHOENIX THEN, CYCLOPS. SHE SEEMED A BENEFICENT ENTITY. THOUGH WE SUSPECTED THE FULL EXTENT OF HER POWER-- AND FEARED IT-- WE DID NOTHING.
WE BELIEVED-- I BELIEVED-- THAT JEAN COULD COPE WITH HER NEAR-INFINITE ABILITIES. I WAS WRONG.
GLADIATOR-- CONTINUE.

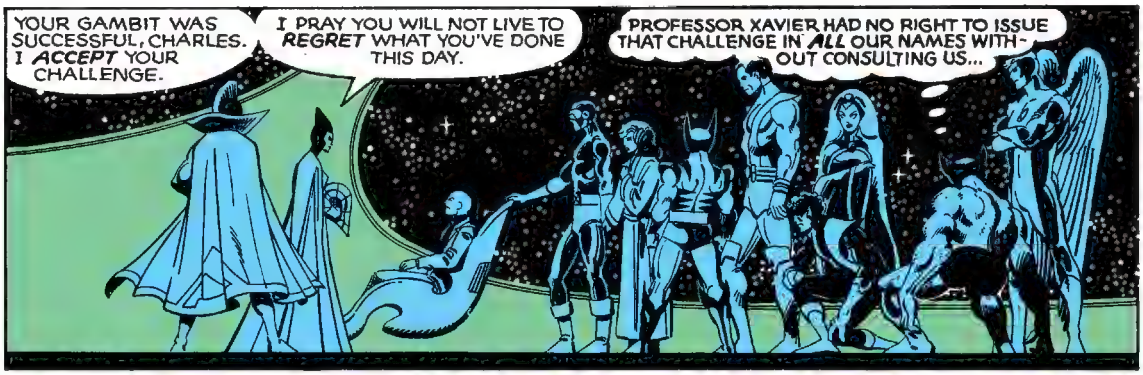
WHEN PHOENIX RETURNED TO SHI'AR SPACE, SHE WAS NO LONGER BENEFICENT. SHE HAD BEEN TRANSFORMED INTO THE BLACK ANGEL OF LEGEND -- CHAOS-BRINGER --
--RAVAGER OF WORLDS.


"RAVENOUS AFTER HER LONG JOURNEY FROM YOUR GALAXY TO OURS, SHE CONSUMED THE STAR, D'BARI. UNFORTUNATELY, D'BARI WAS AN INHABITED SYSTEM. AS THE SUN DIED, SO DIED ITS PLANETS -- AND THEIR FIVE BILLION INHABITANTS.

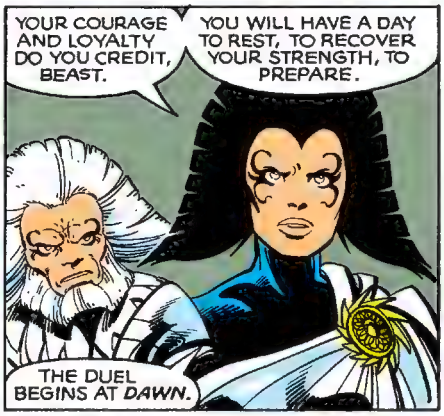
"A SHI'AR WARSHIP INTERCEPTED PHOENIX, AND FOUGHT HER.
"SHE DESTROYED IT, AS WELL, BEFORE RETURNING TO EARTH." *
*SEE X-MEN #135 -- JIM.

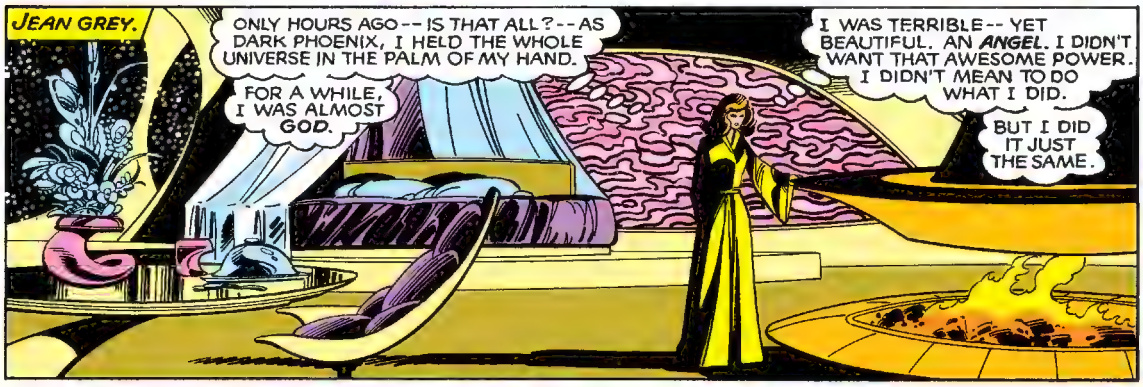

JEAN...
...COULD YOU? DID YOU?
Oh, LITTLE ONE, DEAR SISTER -- I HAVE NO WORDS TO COMFORT YOU, TO EASE YOUR TORMENT...
... AND IF WHAT GLADIATOR SAYS IS TRUE -- PART OF ME DOES NOT WISH TO. FORGIVE ME, JEAN.
I FELT IT ALL HAPPEN, THROUGH THE PSYCHIC RAPPORT I SHARE WITH JEAN... BUT I DIDN'T UNDERSTAND -- I DIDN'T BELIEVE IT. AS DARK PHOENIX, SHE KILLED WITHOUT MERCY OR REMORSE.
No...
no...
BUT NOW, SHE'S JEAN GREY AGAIN -- AND THE MEMORY OF WHAT SHE DID IS ALMOST MORE THAN SHE CAN BEAR.
MUCH AS I PERSONALLY WOULD WISH THINGS OTHERWISE, X-MEN -- AS EMPRESS, I HAVE NO ALTERNATIVE.
SURRENDER HER -- OR SUFFER THE CONSEQUENCES.
NO! LILANDRA -- YOU'RE SPEAKING OF DARK PHOENIX! THAT ENTITY NO LONGER EXISTS! PROFESSOR XAVIER EXORCISED THAT EVIL PART OF JEAN'S SELF!
HER POWER IS UNDER CONTROL! SHE IS AS SHE WAS BEFORE SHE EVER EVEN BECAME PHOENIX -- SHE'S NO THREAT TO YOU, YOUR EMPIRE OR THE UNIVERSE!
SHE'S SUFFERED ENOUGH! LET HER BE!
"SUFFERED," EARTHLING?! TELL THAT TO THE SPIRITS OF D'BARI DEAD -- WHO CRY OUT FOR VENGEANCE!
BE SILENT, LORD CHAMBERLAIN!
WHAT WAS UNDONE ONCE, MAY BE UNDONE AGAIN. SO LONG AS PHOENIX EXISTS -- IN ANY FORM, AT ANY POWER LEVEL -- SHE IS A DEADLY THREAT TO ALL THAT LIVES.
I AM SORRY, CYCLOPS. I KNOW YOU ARE SINCERE -- BUT THE RISK IS TOO GREAT.
WARRIORS -- TAKE HER!
LILANDRA -- WAIT!
JEAN GREY ARIN'NN HAELAR!
FOR JEAN GREY'S LIFE --
-- I CHALLENGE YOU TO A DUEL OF HONOR!

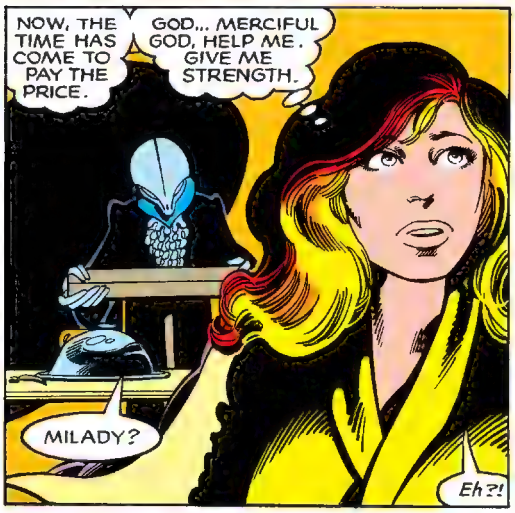
MAGNIFICENT, CHARLES. YOU LEARNED MUCH ABOUT THE SHI'AR DURING YOUR TOO-BRIEF STAY ON MY HOMEWORLD. THE "ARIN'NN HAELAR" IS THE ONE CHALLENGE THAT CANNOT BE REFUSED.
CHARLES, MY BELOVED, HAD THE FATES WEAVED A DIFFERENT TAPESTRY, WE MIGHT HAVE HAD THE STARS. INSTEAD, WE FACE NOTHING BUT THE ASHES OF DYING DREAMS.
WELL, EMPRESS? DO YOU ACCEPT?
MAJESTRIX, THE KREE AGREED THAT THIS PHOENIX-ENTITY BE EXPUNGED. NOTHING WAS SAID OF ANY "DUEL OF HONOR."
EXCUSE ME, CHARLES. IT SEEMS I MUST CONSULT WITH MY... ALLIES.
AND SO, AFTER A COMMUNICATIONS INSTA-LINK HAS BEEN ESTABLISHED BETWEEN LILANDRA'S FLAGSHIP AND THE THRONEWORLDS OF THE KREE AND SKRULL EMPIRES-- FEUDING GALACTIC STATES AS ANCIENT AND MIGHTY AS THE SHI'AR...
THE X-MEN WILL FIGHT, REGARDLESS. THESE TERRANS ARE A STUBBORN BREED-- BUT HONORABLE. THEIR WORD CAN BE TRUSTED.
THE SUPREME INTELLIGENCE OF THE KREE HAS NO OBJECTION TO THIS DUEL.
NOR DO I, RK'LLL, EMPRESS OF THE SKRULLS...
PROVIDED THAT THE X-MEN ARE NOT PERMITTED TO WIN.
AND, TO INSURE THIS, OUR REPRESENTATIVES ARE REQUIRED TO MONITOR THE BATTLE.
MY LEIGE, NO! I MUST STAND BESIDE THIS MIS-BEGOTTEN MATE OF A MUDWORM?! YOU ASK TOO MUCH OF ME!
THEN STAY BEHIND, SKRULL! THE PETTY BICKERING BETWEEN YOUR TWO RACES DOES NOT CONCERN ME.
I AM HERE FOR ONE REASON: TO END FOREVER THE THREAT OF PHOENIX. HINDER ME IN ANY WAY, ALIEN --
--AND YOUR LIFE IS FORFEIT!

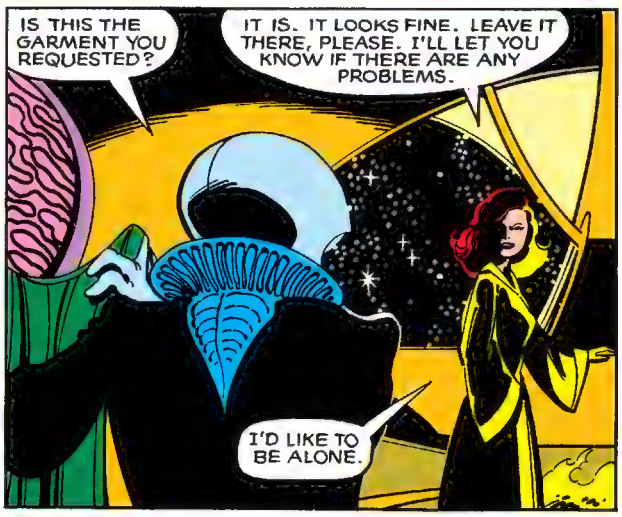

YOUR GAMBIT WAS SUCCESSFUL, CHARLES. I ACCEPT YOUR CHALLENGE.
I PRAY YOU WILL NOT LIVE TO REGRET WHAT YOU'VE DONE THIS DAY.
PROFESSOR XAVIER HAD NO RIGHT TO ISSUE THAT CHALLENGE IN ALL OUR NAMES WITHOUT CONSULTING US...

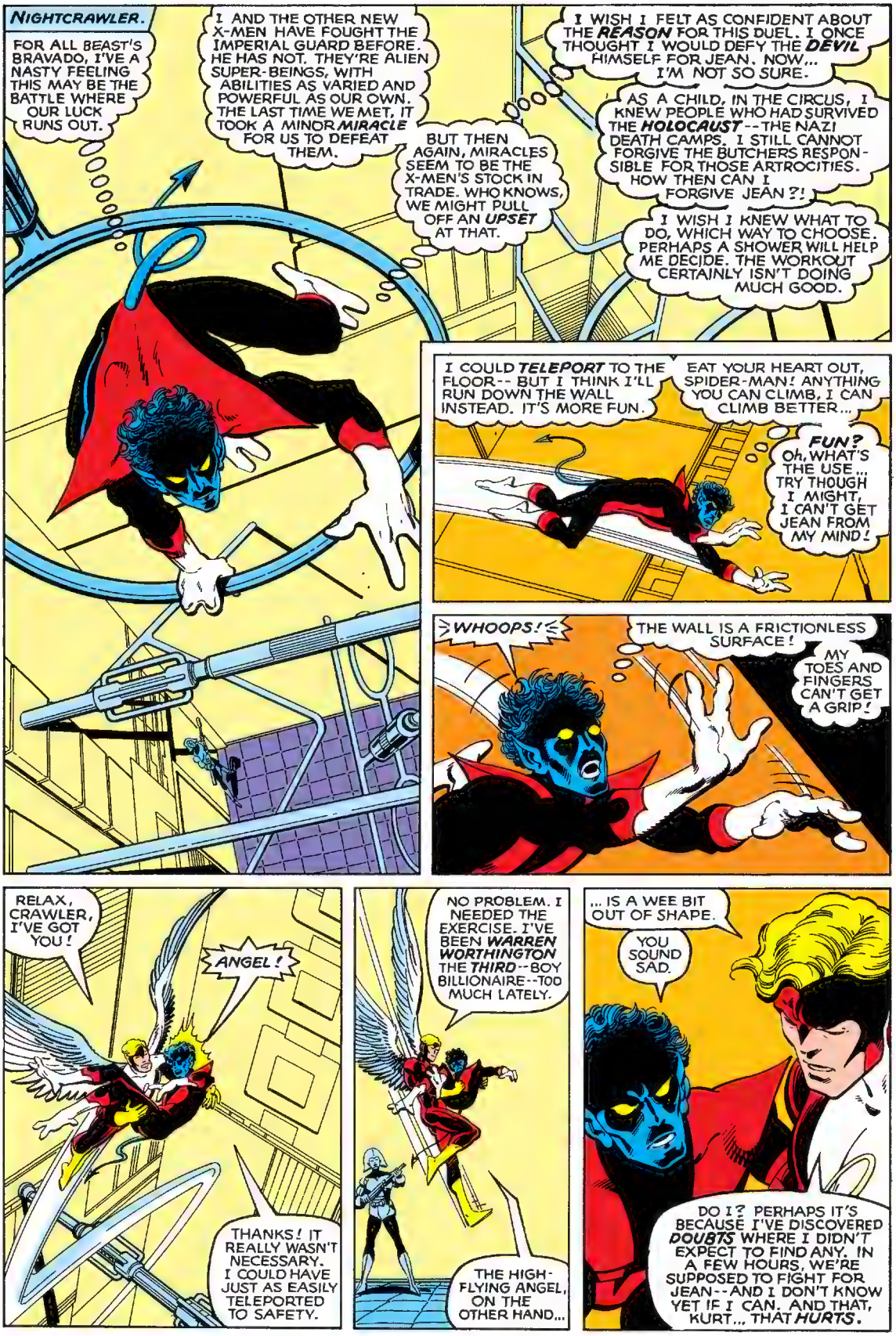
... BUT IT DID BUY US TIME TO CONSIDER OUR ALTERNATIVES... WHETHER WE WANT TO FIGHT FOR HER.
HOW CAN WE LET ONE OF OUR OWN BE CONDEMNED WITHOUT A FAIR TRIAL -- OR ANY TRIAL AT ALL?
I THOUGHT YOU KNEW THE X-MEN BETTER THAN THAT, LILANDRA.
EASY, BEAST.

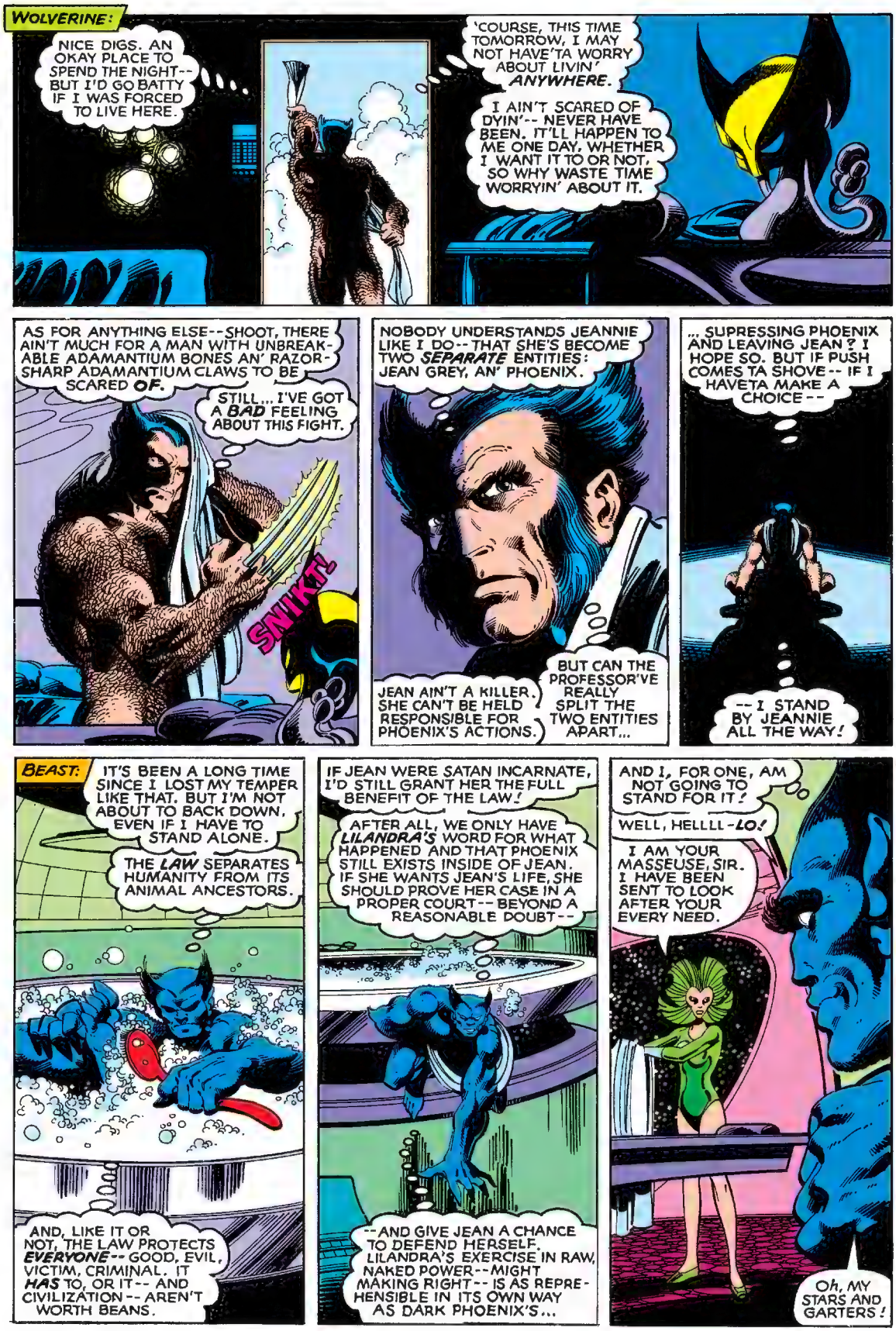

YOUR COURAGE AND LOYALTY DO YOU CREDIT, BEAST.
YOU WILL HAVE A DAY TO REST, TO RECOVER YOUR STRENGTH, TO PREPARE.
THE DUEL BEGINS AT DAWN.


JEAN GREY.
ONLY HOURS AGO -- IS THAT ALL? -- AS DARK PHOENIX, I HELD THE WHOLE UNIVERSE IN THE PALM OF MY HAND.
FOR A WHILE, I WAS ALMOST GOD.
I WAS TERRIBLE -- YET BEAUTIFUL. AN ANGEL. I DIDN'T WANT THAT AWESOME POWER. I DIDN'T MEAN TO DO WHAT I DID.
BUT I DID IT JUST THE SAME.


NOW, THE TIME HAS COME TO PAY THE PRICE.
GOD... MERCIFUL GOD, HELP ME. GIVE ME STRENGTH.
MILADY?
Eh?!


IS THIS THE GARMENT YOU REQUESTED?
IT IS. IT LOOKS FINE. LEAVE IT THERE, PLEASE. I'LL LET YOU KNOW IF THERE ARE ANY PROBLEMS.
I'D LIKE TO BE ALONE.

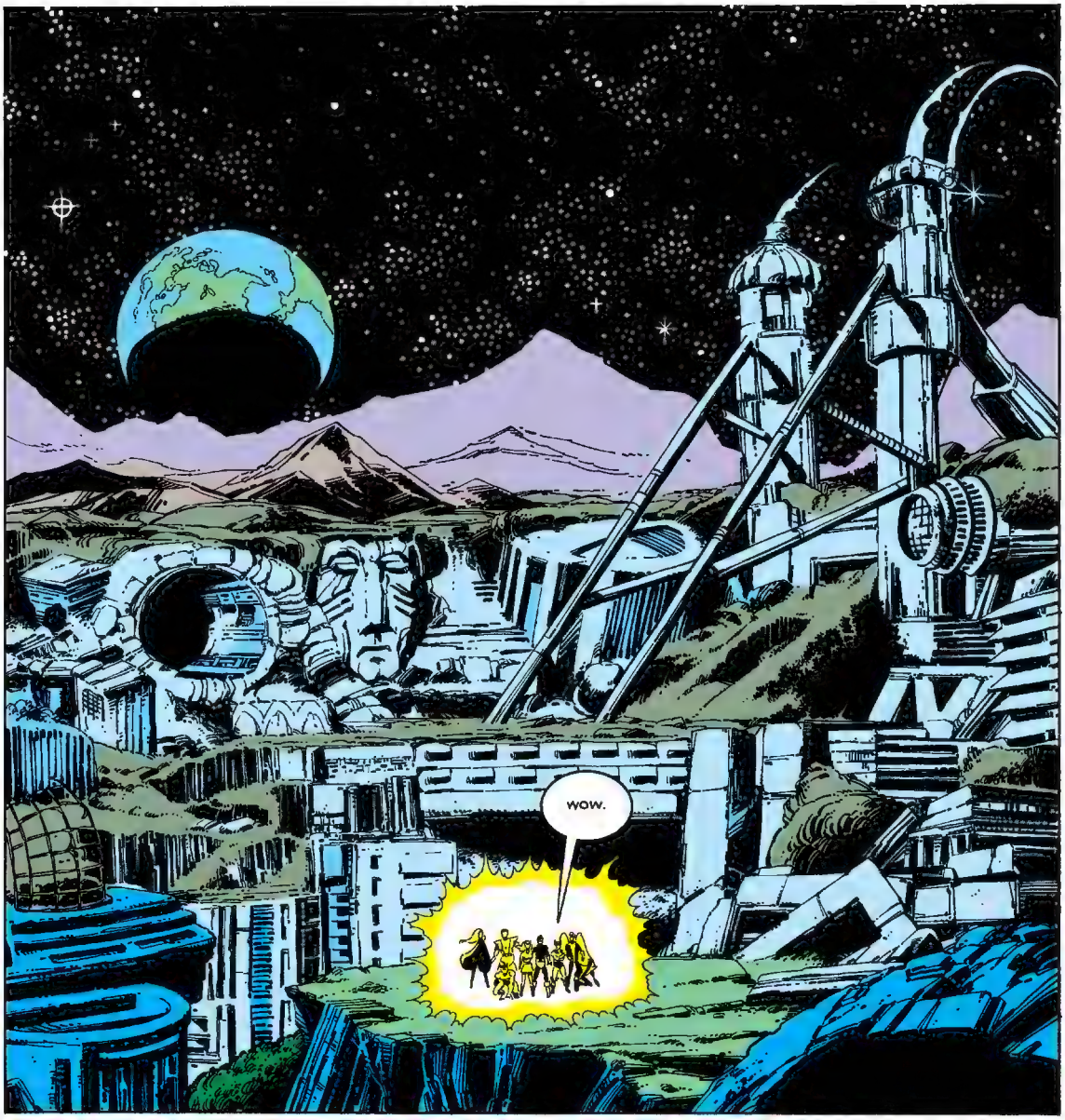

NIGHTCRAWLER.
FOR ALL BEAST'S BRAVADO, I'VE A NASTY FEELING THIS MAY BE THE BATTLE WHERE OUR LUCK RUNS OUT.
I AND THE OTHER NEW X-MEN HAVE FOUGHT THE IMPERIAL GUARD BEFORE. HE HAS NOT. THEY'RE ALIEN SUPER-BEINGS, WITH ABILITIES AS VARIED AND POWERFUL AS OUR OWN. THE LAST TIME WE MET, IT TOOK A MINOR MIRACLE FOR US TO DEFEAT THEM.
BUT THEN AGAIN, MIRACLES SEEM TO BE THE X-MEN'S STOCK IN TRADE. WHO KNOWS, WE MIGHT PULL OFF AN UPSET AT THAT.
I WISH I FELT AS CONFIDENT ABOUT THE REASON FOR THIS DUEL. I ONCE THOUGHT I WOULD DEFY THE DEVIL HIMSELF FOR JEAN. NOW... I'M NOT SO SURE.
AS A CHILD, IN THE CIRCUS, I KNEW PEOPLE WHO HAD SURVIVED THE HOLOCAUST--THE NAZI DEATH CAMPS. I STILL CANNOT FORGIVE THE BUTCHERS RESPONSIBLE FOR THOSE ATROCITIES. HOW THEN CAN I FORGIVE JEAN?!
I WISH I KNEW WHAT TO DO, WHICH WAY TO CHOOSE. PERHAPS A SHOWER WILL HELP ME DECIDE. THE WORKOUT CERTAINLY ISN'T DOING MUCH GOOD.
I COULD TELEPORT TO THE FLOOR-- BUT I THINK I'LL RUN DOWN THE WALL INSTEAD. IT'S MORE FUN.
EAT YOUR HEART OUT, SPIDER-MAN! ANYTHING YOU CAN CLIMB, I CAN CLIMB BETTER...
FUN? OH, WHAT'S THE USE... TRY THOUGH I MIGHT, I CAN'T GET JEAN FROM MY MIND!
WHOOPS!
THE WALL IS A FRICTIONLESS SURFACE!
MY TOES AND FINGERS CAN'T GET A GRIP!
RELAX, CRAWLER, I'VE GOT YOU!
ANGEL!
THANKS! IT REALLY WASN'T NECESSARY. I COULD HAVE JUST AS EASILY TELEPORTED TO SAFETY.
NO PROBLEM. I NEEDED THE EXERCISE. I'VE BEEN WARREN WORTHINGTON THE THIRD--BOY BILLIONAIRE--TOO MUCH LATELY.
THE HIGH-FLYING ANGEL, ON THE OTHER HAND...
... IS A WEE BIT OUT OF SHAPE.
YOU SOUND SAD.
DO I? PERHAPS IT'S BECAUSE I'VE DISCOVERED DOUBTS WHERE I DIDN'T EXPECT TO FIND ANY. IN A FEW HOURS, WE'RE SUPPOSED TO FIGHT FOR JEAN--AND I DON'T KNOW YET IF I CAN. AND THAT, KURT... THAT HURTS.


WOLVERINE:
NICE DIGS. AN OKAY PLACE TO SPEND THE NIGHT-- BUT I'D GO BATTY IF I WAS FORCED TO LIVE HERE.
'COURSE, THIS TIME TOMORROW, I MAY NOT HAVE'TA WORRY ABOUT LIVIN' ANYWHERE.
I AIN'T SCARED OF DYIN'-- NEVER HAVE BEEN. IT'LL HAPPEN TO ME ONE DAY, WHETHER I WANT IT TO OR NOT, SO WHY WASTE TIME WORRYIN' ABOUT IT.
AS FOR ANYTHING ELSE--SHOOT, THERE AIN'T MUCH FOR A MAN WITH UNBREAKABLE ADAMANTIUM BONES AN' RAZOR-SHARP ADAMANTIUM CLAWS TO BE SCARED OF.
STILL... I'VE GOT A BAD FEELING ABOUT THIS FIGHT.
SNIKT!
NOBODY UNDERSTANDS JEANNIE LIKE I DO-- THAT SHE'S BECOME TWO SEPARATE ENTITIES: JEAN GREY, AN' PHOENIX.
JEAN AIN'T A KILLER. SHE CAN'T BE HELD RESPONSIBLE FOR PHOENIX'S ACTIONS.
BUT CAN THE PROFESSOR'VE REALLY SPLIT THE TWO ENTITIES APART...
... SUPRESSING PHOENIX AND LEAVING JEAN? I HOPE SO. BUT IF PUSH COMES TA SHOVE-- IF I HAVETA MAKE A CHOICE--
--I STAND BY JEANNIE ALL THE WAY!
BEAST:
IT'S BEEN A LONG TIME SINCE I LOST MY TEMPER LIKE THAT. BUT I'M NOT ABOUT TO BACK DOWN, EVEN IF I HAVE TO STAND ALONE.
THE LAW SEPARATES HUMANITY FROM ITS ANIMAL ANCESTORS.
AND, LIKE IT OR NOT, THE LAW PROTECTS EVERYONE-- GOOD, EVIL, VICTIM, CRIMINAL. IT HAS TO, OR IT-- AND CIVILIZATION-- AREN'T WORTH BEANS.
IF JEAN WERE SATAN INCARNATE, I'D STILL GRANT HER THE FULL BENEFIT OF THE LAW!
AFTER ALL, WE ONLY HAVE LILANDRA'S WORD FOR WHAT HAPPENED AND THAT PHOENIX STILL EXISTS INSIDE OF JEAN. IF SHE WANTS JEAN'S LIFE, SHE SHOULD PROVE HER CASE IN A PROPER COURT-- BEYOND A REASONABLE DOUBT--
--AND GIVE JEAN A CHANCE TO DEFEND HERSELF. LILANDRA'S EXERCISE IN RAW, NAKED POWER--MIGHT MAKING RIGHT-- IS AS REPREHENSIBLE IN ITS OWN WAY AS DARK PHOENIX'S...
AND I, FOR ONE, AM NOT GOING TO STAND FOR IT!
WELL, HELLLL-LO!
I AM YOUR MASSEUSE, SIR. I HAVE BEEN SENT TO LOOK AFTER YOUR EVERY NEED.
Oh, MY STARS AND GARTERS!

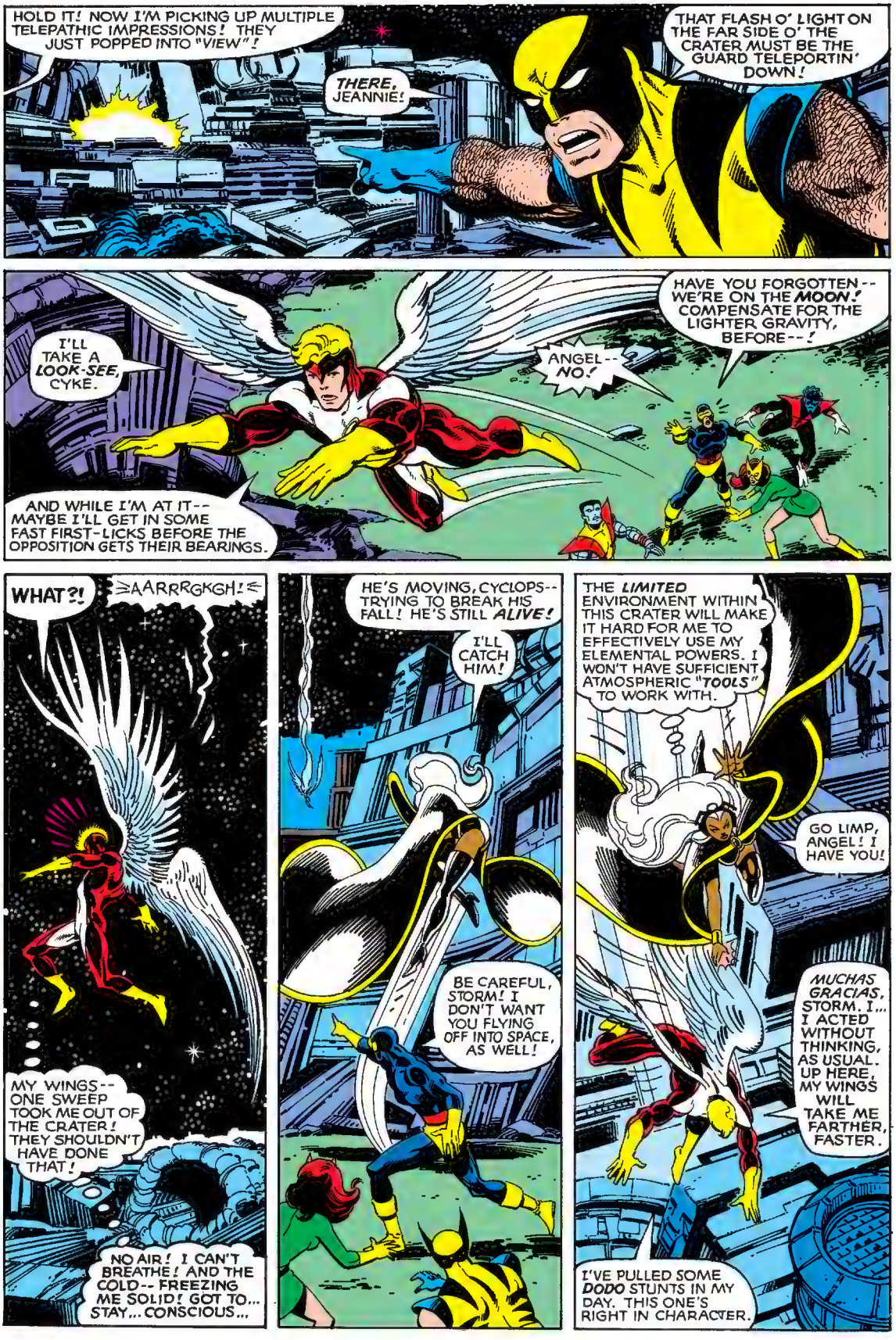
COLOSSUS.
≥YawwwWWWWWNN!≤
IS IT DAWN, ALREADY? HAVE I SLEPT THE WHOLE NIGHT THROUGH?
THE MOMENT OF TRUTH FAST APPROACHES. I KNOW DARK PHOENIX IS EVIL; I HAVE FELT HER POWER. YET, I ALSO KNOW JEAN GREY; I HAVE FELT HER LOVE. I OWE HER MY LIFE! WHEN WE X-MEN FOUGHT DARK PHOENIX, WE WERE NOT TRYING TO DESTROY HER...
...BUT CURE HER WE FOUGHT OUT OF LOVE. THAT HAS NOT CHANGED.
TO LEAVE JEAN TO PHOENIX'S FATE NOW--AFTER HAVING STRUGGLED SO HARD TO SAVE HER--WOULD BE A DENIAL OF THAT LOVE. SUCH A BETRAYAL, I CANNOT--I WILL NOT--COMMIT.
HE CONCENTRATES--AND IN THE BLINK OF AN EYE A BODY OF FLESH AND BLOOD AND BONE AND SINEW BECOMES ONE OF NIGH-INVINCIBLE ORGANIC STEEL!
STORM.
DAWN, ON EARTH, THAT IS MARKED BY THE ETERNAL BEAUTY OF A SUNRISE.
HERE, BY THE CHIME OF AN ALARM. I PREFER THE SUNRISE.
OH, FOR THOSE HAPPY DAYS WHEN I WAS SIMPLY ORORO, WIND-RIDER.
I WAS ALONE, THEN.
I WAS FREE.
NOW, I AM NEITHER ALONE NOR FREE. AND RARELY HAPPY.
YET, I CHOSE TO JOIN THE X-MEN, TO LEAVE MY AFRICAN HOME OF MY OWN FREE WILL. THE X-MEN HAVE BECOME MY FAMILY, AND JEAN GREY THE BELOVED SISTER I NEVER HAD.
HOW IRONIC. DARK PHOENIX SYMBOLIZES ALL I ABHOR. BUT--KNOWING THAT SHE IS JEAN, I FIND... THAT I CAN NO MORE DENY HER THAN I CAN MYSELF. I... LOVE JEAN. AS PART AND PARCEL OF THAT LOVE, I SHALL USE MY ELEMENTAL POWERS TO DEFEND HER TO THE DEATH.

CYCLOPS.
TODAY'S CONTEST IS NOT A DUEL TO THE DEATH... BUT IN TRYING TO SAVE JEAN, ONE OF US... OR ALL OF US... MIGHT DIE...
AND I CAN'T HELP THINKING, WHAT IF LILANDRA'S RIGHT? SUPPOSE WE WIN TODAY, AND THEN THE PSYCHIC CIRCUIT BREAKERS THAT PROFESSOR XAVIER PLACED IN JEAN'S MIND FAIL?!
DARK PHOENIX WILL BE FREE ONCE MORE, WITH THE WHOLE UNIVERSE AT HER MERCY, AND IT WILL HAVE BEEN OUR FAULT. I'VE BEEN WRESTLING WITH THIS PROBLEM--THIS FEAR--ALL NIGHT; I STILL DON'T HAVE AN ANSWER. MAYBE THERE ISN'T ONE.
DAMN IT, IT ISN'T FAIR! AFTER ALL WE'VE BEEN THROUGH--AFTER ALL THE GOOD THAT JEAN'S DONE--TO HAVE IT END LIKE THIS!
I GUESS THAT'S WHAT THE PEOPLE ON D'BARI THOUGHT, WHEN THEIR SUN EXPLODED.
I'VE BEEN A LEADER TOO LONG. I CAN SEE LILANDRA'S POSITION AS CLEARLY AS MY OWN.
AND IF OUR POSITIONS WERE REVERSED, WOULD I BE ACTING ANY DIFFERENTLY THAN SHE?
I'D LIKE TO THINK, YES. IF VENGEANCE IS DEMANDED, LET GOD METE IT OUT. ME--I'D RATHER ERR ON THE SIDE OF MERCY.
NO MATTER WHAT THE COST?
WHAT?! JEAN! YOU READ MY MIND!
I NO LONGER HAVE THE POWER OF PHOENIX, SCOTT--
--BUT I'M STILL A TELEPATH. AND WE STILL SHARE OUR PSYCHIC RAPPORT.
YOU'RE DRESSED AS MARVEL GIRL! WHY?!
I'M NOT SURE--NOSTALGIA? PRIDE? I STARTED AS MARVEL GIRL, AND THAT'S HOW I'LL FINISH.
SCOTT, AM I WORTH IT? I DESTROYED A WORLD--IN MY MIND, I CAN STILL HEAR THE SCREAMS OF THE DYING--AND IT FELT... GOOD! I DON'T WANT WANT THAT FEELING EVER AGAIN. AND YET--I DO!
I KNOW. BUT TO GIVE UP--
--THAT'LL BE LIKE SAYING THAT DARK PHOENIX HAS WON. THAT YOU ARE EVIL. YOU'RE NOT!
JEAN, WHATEVER HAPPENS, KNOW THAT I LOVE YOU. AND I'LL STAND BY YOU.
AND I, YOU, SCOTT--WITH ALL MY HEART!

LATER...
IT'S BEEN NEARLY EIGHT YEARS SINCE APOLLO 17, THE LAST LUNAR MISSION. MANY BELIEVE MAN WILL NOT WALK ON THE MOON AGAIN BEFORE THE TURN OF THE CENTURY. EVEN THEN, THAT WOULD BE A SHAME AND A TERRIBLE WASTE.
IT TOOK AMERICA'S ASTRONAUTS THREE DAYS TO MAKE THE JOURNEY FROM EARTH TO MOON. LILANDRA'S FLAGSHIP DOES IT IN MINUTES.
MEANWHILE, ON THE FLAGSHIP'S TRANSPORTER DECK...
I JUST WANT TO TELL YOU THAT I'M FIGHTING FOR JEAN. I WON'T ASK ANY OF YOU TO JOIN ME-- I HAVEN'T THE RIGHT-- AND I WON'T THINK ANY THE LESS OF YOU IF YOU DECIDE NOT TO.
SCOTT, WE, uh, TALKED THIS OUT AMONGST OURSELVES BEFORE YOU GOT HERE. WE'RE ALL AGREED. WE'RE WITH YOU AND JEAN, TO THE END!
THANKS, WARREN. TH-THANKS, ALL OF YOU.
THE X-MEN AND THE IMPERIAL GUARD WILL FIGHT UNTIL ONE TEAM OR THE OTHER IS DEFEATED. IF THE X-MEN WIN, THOSE WHO SURVIVE WILL BE SET FREE. IF MY IMPERIALS WIN...
...PHOENIX-- JEAN GREY-- IS OURS, TO DO WITH AS WE WILL. WILL YOU ABIDE BY THESE TERMS, CYCLOPS?
WE WILL.
YOU HAVE OUR WORD ON THAT.
I WISH YOU WELL, X-MEN. TODAY, I MUST PLAY THE ROLE OF EXECUTIONER-- YET I WOULD GIVE ANYTHING TO BE FIGHTING BY YOUR SIDE.
BEAM THEM DOWN, TECHNICIAN.
THE X-MEN FACE HOPELESS ODDS, MAJESTRIX...
...BUT THEY ARE EXCEPTIONAL BEINGS. SUPPOSE... THEY WIN?
THEY WILL NOT WIN, ARAKI.
YOU HAVE MY WORD ON THAT.

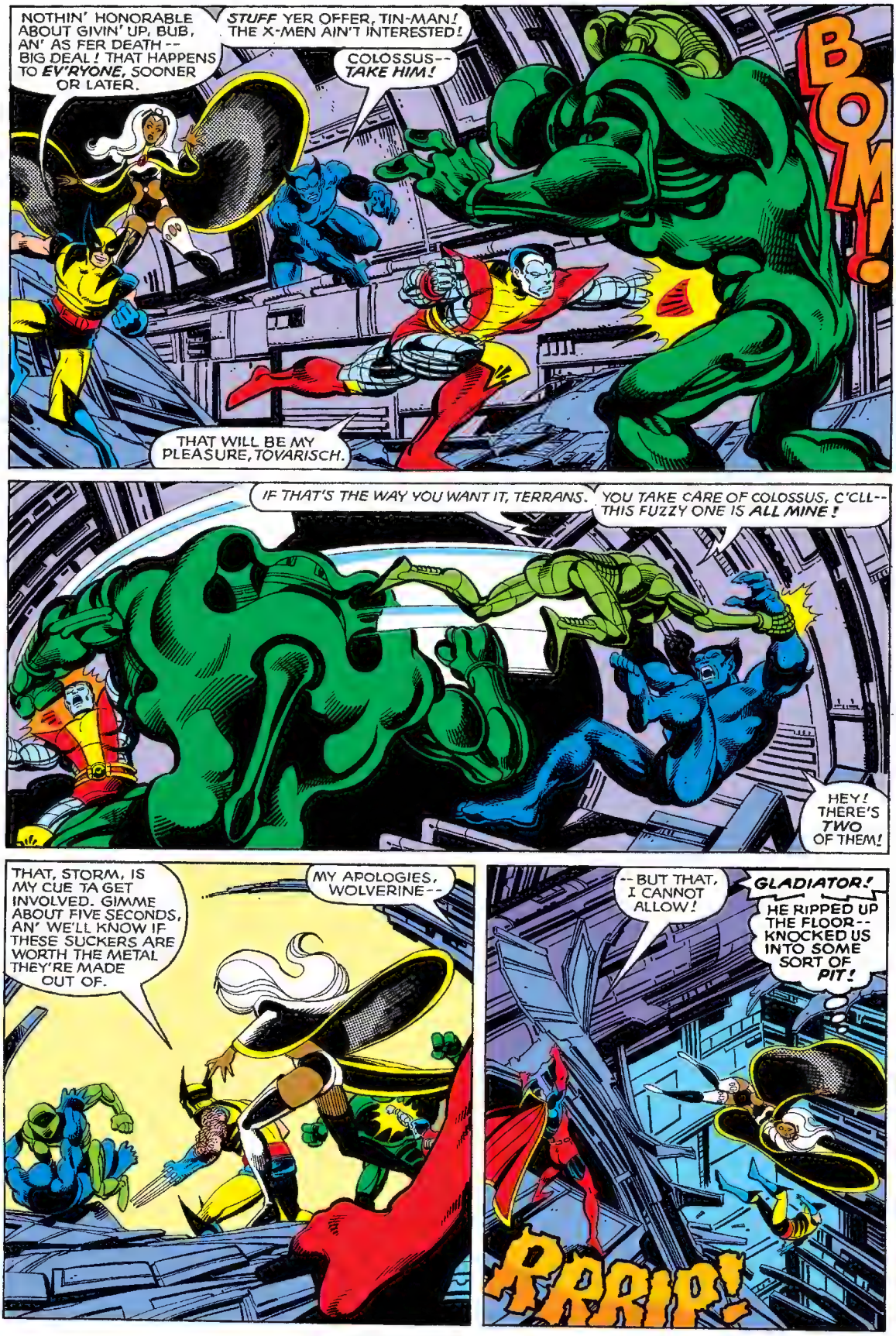

WOW.

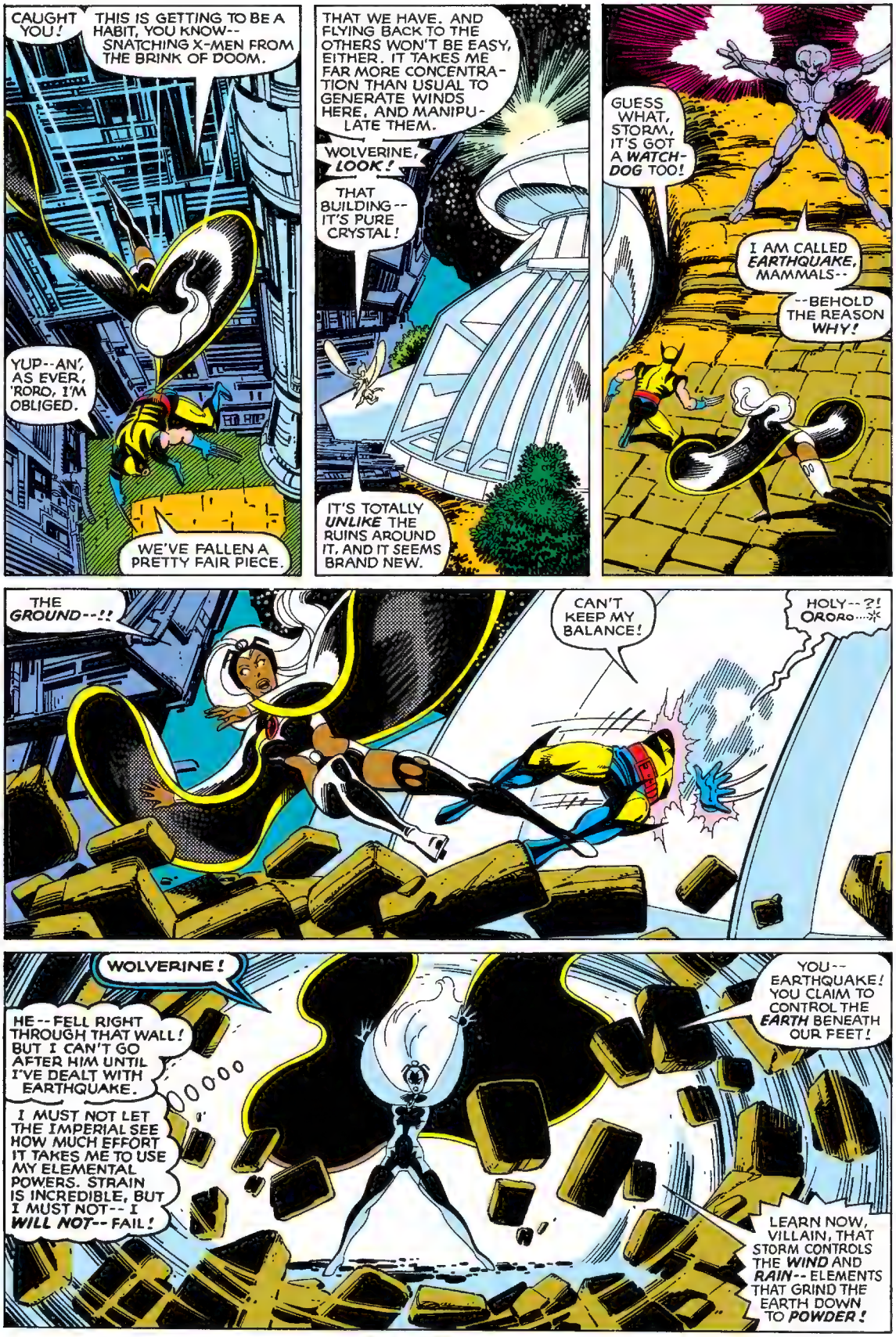
I RECOGNIZE THIS PLACE FROM THE AVENGERS' FILES -- IT'S CALLED THE "BLUE AREA" OF THE MOON. THESE RUINS REACH DEEP BENEATH THE LUNAR SURFACE AND, SOMEHOW, THERE'S AN EARTH-NORMAL ENVIRONMENT EXTENDING ALL THROUGH THEM.
BEYOND THE TOP OF THE CRATER, THOUGH, YOU'RE IN OPEN SPACE -- A HARD VACUUM.
I'VE PSI-SCANNED THE CRATER, SCOTT. I CAN DETECT NO OTHER THOUGHTS. WE'RE ALONE HERE.
THAT WON'T LAST LONG. ON YOUR TOES, PEOPLE. I'VE BRIEFED YOU ON THE IMPERIALS WE'VE MET AND FOUGHT BEFORE...
...BUT THEY'VE ADDED SOME NEW MEMBERS. WE KNOW THEIR NAMES BUT NOTHING ABOUT THEIR POWERS. WE HAVE TO BE READY FOR ANYTHING.

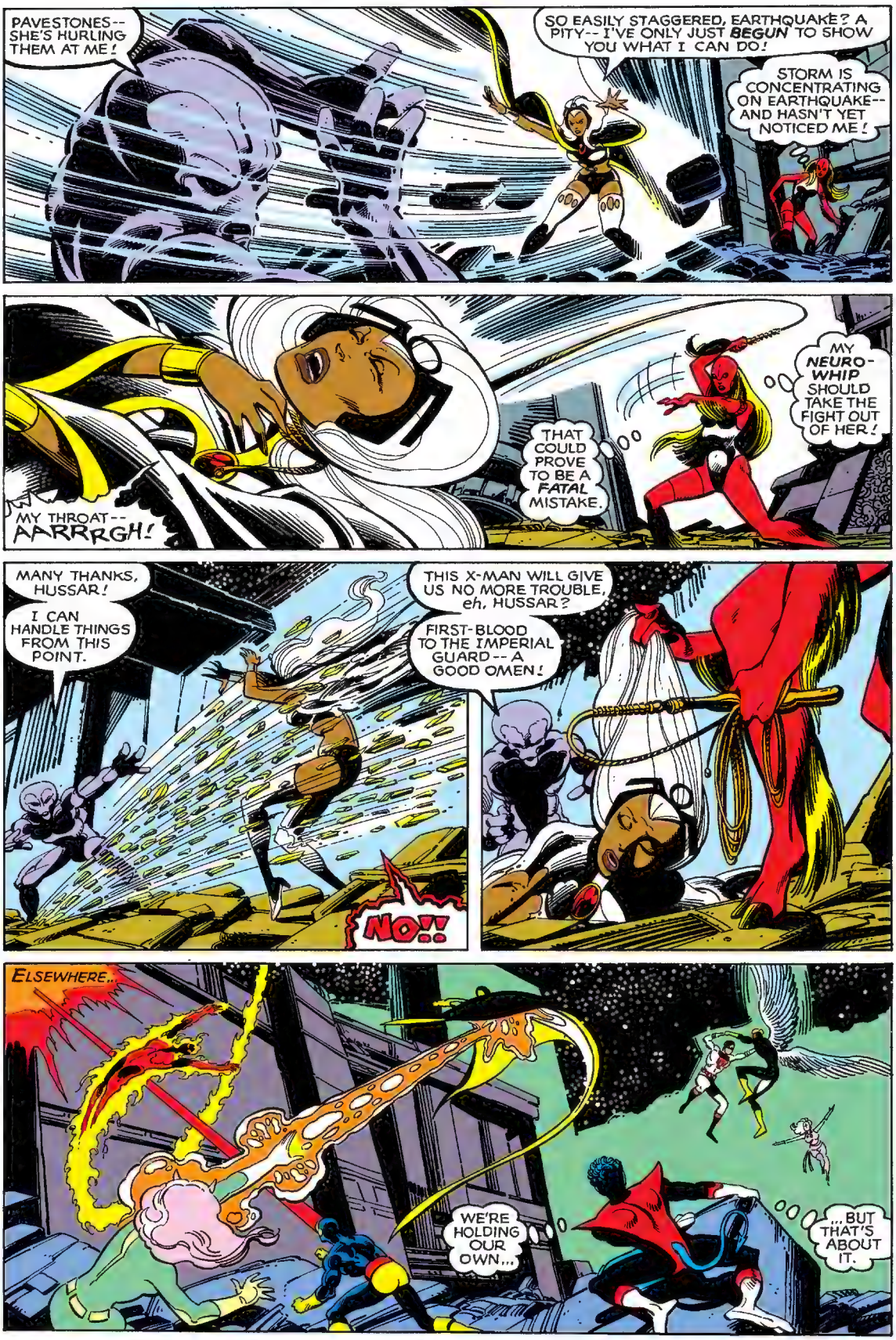

HOLD IT! NOW I'M PICKING UP MULTIPLE TELEPATHIC IMPRESSIONS! THEY JUST POPPED INTO "VIEW"!
THERE, JEANNIE!
THAT FLASH O' LIGHT ON THE FAR SIDE O' THE CRATER MUST BE THE GUARD TELEPORTIN' DOWN!
I'LL TAKE A LOOK-SEE, CYKE.
AND WHILE I'M AT IT-- MAYBE I'LL GET IN SOME FAST FIRST-LICKS BEFORE THE OPPOSITION GETS THEIR BEARINGS.
ANGEL-- NO!
HAVE YOU FORGOTTEN-- WE'RE ON THE MOON! COMPENSATE FOR THE LIGHTER GRAVITY, BEFORE--!
WHAT?!
≥AARRRGKGH!≤
MY WINGS-- ONE SWEEP TOOK ME OUT OF THE CRATER! THEY SHOULDN'T HAVE DONE THAT!
NO AIR! I CAN'T BREATHE! AND THE COLD-- FREEZING ME SOLID! GOT TO... STAY... CONSCIOUS...
HE'S MOVING, CYCLOPS-- TRYING TO BREAK HIS FALL! HE'S STILL ALIVE!
I'LL CATCH HIM!
BE CAREFUL, STORM! I DON'T WANT YOU FLYING OFF INTO SPACE, AS WELL!
THE LIMITED ENVIRONMENT WITHIN THIS CRATER WILL MAKE IT HARD FOR ME TO EFFECTIVELY USE MY ELEMENTAL POWERS. I WON'T HAVE SUFFICIENT ATMOSPHERIC "TOOLS" TO WORK WITH.
GO LIMP, ANGEL! I HAVE YOU!
MUCHAS GRACIAS, STORM. I... I ACTED WITHOUT THINKING, AS USUAL. UP HERE, MY WINGS WILL TAKE ME FARTHER, FASTER.
I'VE PULLED SOME DODO STUNTS IN MY DAY. THIS ONE'S RIGHT IN CHARACTER.

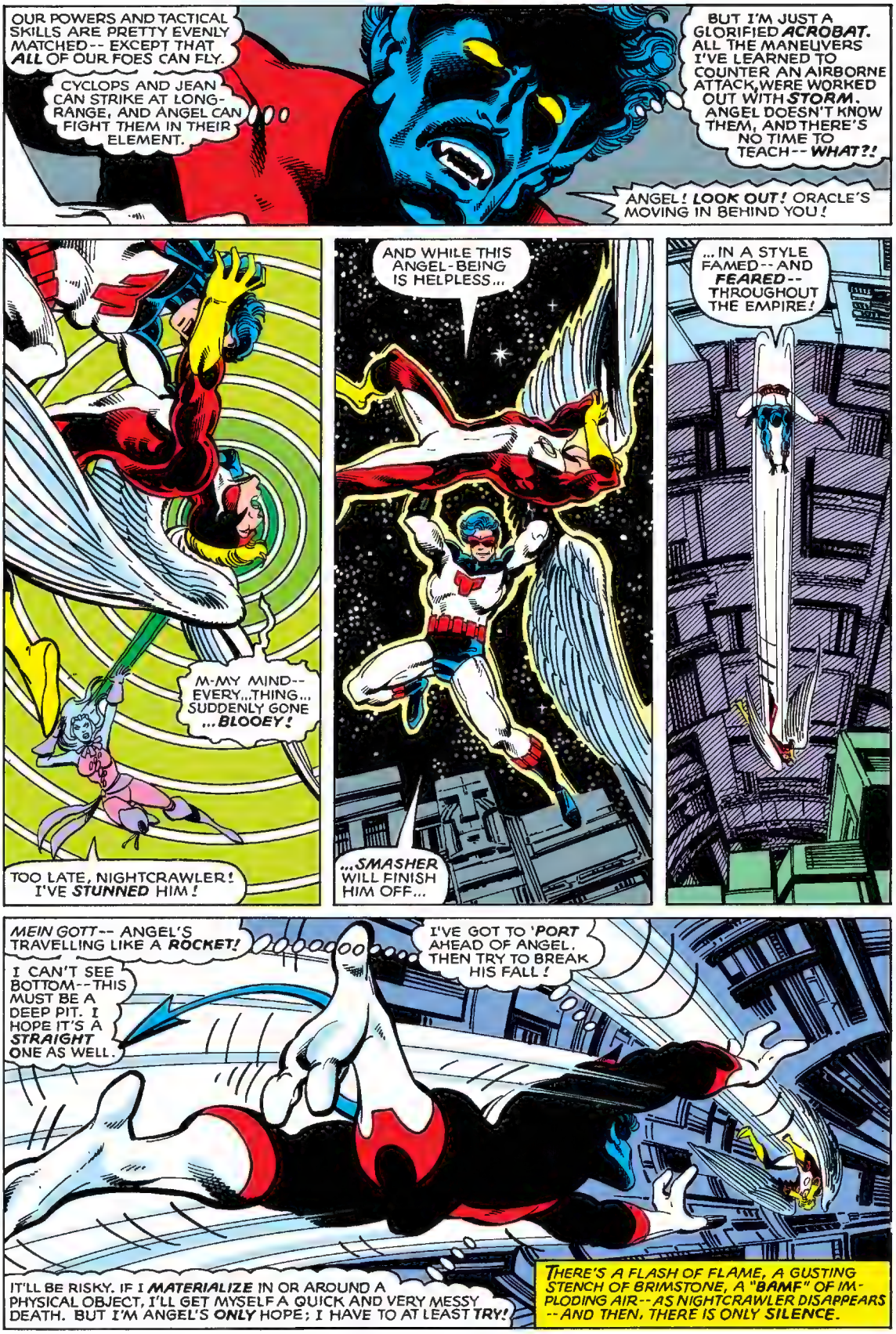
YOU MADE A MISTAKE, ANGEL. THAT IS ALL.
I HAVE A KNACK FOR DOING THAT.
WARREN! HOW DO YOU--?!
FEEL, SCOTT? D-U-M-B. I SCREWED UP.
NEXT TIME, BUDDY, THINK-- WHERE YOU ARE, WHAT YOU'RE DOING. THERE ARE ONLY EIGHT OF US, WARREN.
WITH JEAN'S LIFE AT STAKE, WE CAN'T AFFORD ANY MISTAKES. YOU GOT AWAY WITH IT ONCE. DON'T PUSH YOUR LUCK.
CYCLOPS, WOLVERINE HAS SPOTTED THE IMPERIAL GUARD. THEY ARE NEAR-BY, HEADING THIS WAY!
DO WE MAKE A STAND, BOSS?
WHEN WE'RE READY, WOLVERINE, AND ON OUR TERMS.
WE'LL START WITH HIT-AND-RUN TACTICS, TO THROW THE IMPERIALS OFF-BALANCE AND WHITTLE DOWN THEIR FORCES.
FOR NOW, WE SPLIT UP. WE'VE GOT THESE RUINS, BEAST; LET'S USE 'EM TO OUR BEST ADVANTAGE.
Oh, GOODY! I JUST LOVE PLAYING HIDE-'N'-SEEK!
ANY TELEPATHIC SIGN OF THE IMPIES, JEAN?
I'M AFRAID NOT, WARREN. ORACLE MUST BE BLOCKING MY PROBES. I DON'T WANT TO PUSH TOO HARD. SHE MIGHT BE ABLE TO BACK-TRACK THE SCAN TO US.
GOOD MOVE, JEAN-- uh-oh!
THIS PLAZA'S WIDE OPEN-- ALMOST NO COVER. A PERFECT PLACE FOR AN AMBUSH.
TAKE THE POINT, NIGHTCRAWLER.
AS YOU COMMAND, FEARLESS LEADER.

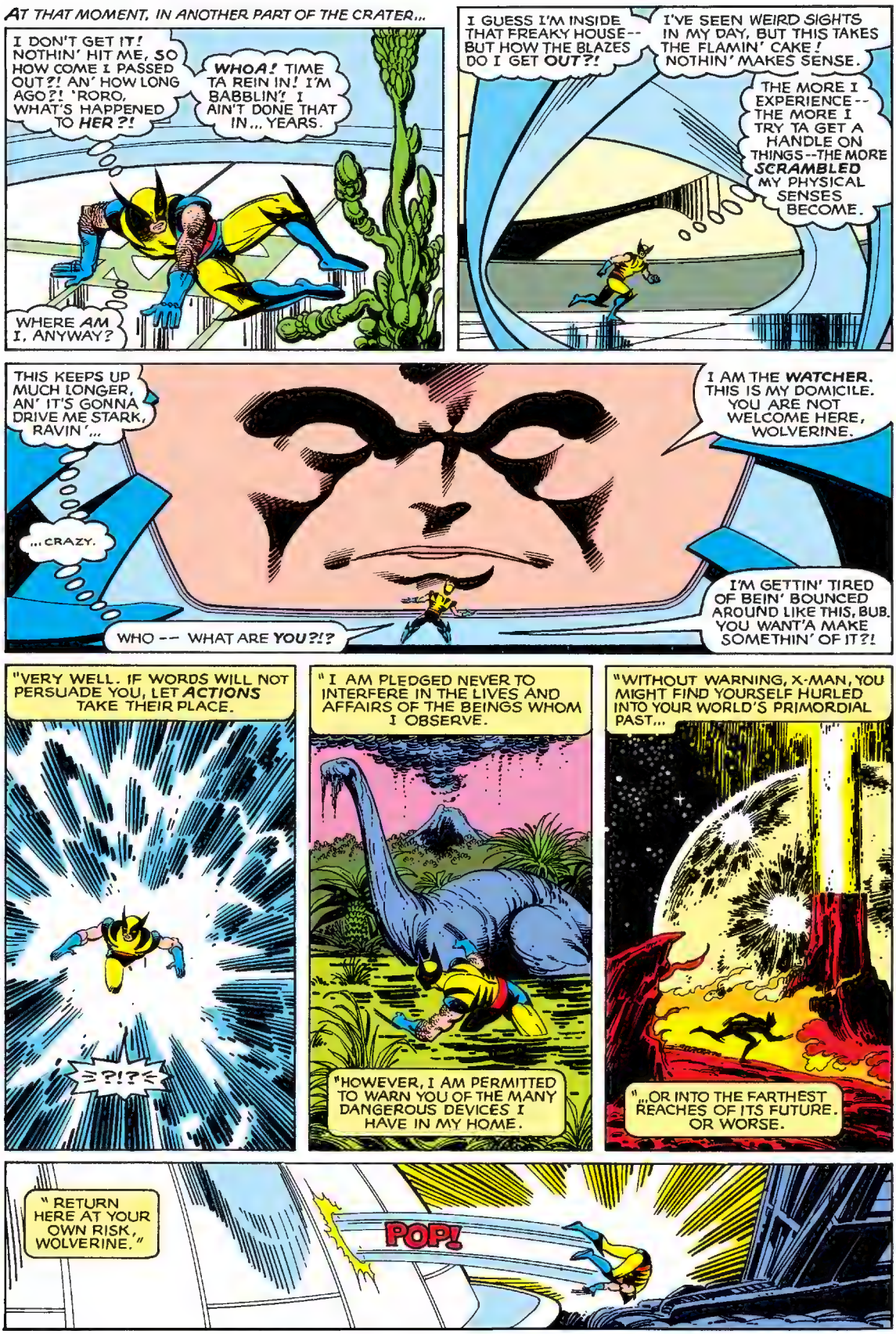
BUT, BEFORE THE GERMAN-BORN MUTANT CAN EVEN TAKE A STEP...
WATCH OUT!
FOOM!
SCOTT!!
YOU CANNOT HIDE FROM US, X-MEN; YOU CANNOT ESCAPE. AND NO MATTER HOW HARD YOU TRY, YOU WILL NOT WIN!
WE'LL SEE ABOUT THAT, STARBOLT. ANGEL-- TAKE OFF!
THIS ALBINO LADY IS CALLED ORACLE. ACCORDING TO CYKE'S BRIEFING BEFORE WE BEAMED DOWN, SHE HAS PSI-POWERS LIKE MARVEL GIRL'S.
THE OTHER GUY IS SMASHER. I'LL HANDLE HIM.
NIGHT-CRAWLER AND JEANNIE CAN HANDLE THE LADIES.
ZARK!
YOU GUYS HEAR THAT? CYKE'S FIRIN' HIS OPTIC BLASTS-- AT PRETTY NEAR FULL POWER, TOO.
SOUNDS LIKE THE FIGHT'S STARTED WITHOUT US.
ZARK!
MY FRIENDS, SHOULD WE NOT GO TO THEIR AID?
WE SHOULD NOT, COLOSSUS--MUCH AS WE'D LIKE TO. FOR THE MOMENT, CYKE'S TEAM IS ON ITS OWN, JUST AS WE ARE.
DON'T WORRY, THOUGH, THERE ARE PROBABLY MORE THAN ENOUGH VILLAINS TO GO 'ROUND.
SEE WHAT I MEAN?
WE HAVE MET THE ENEMY, X-MEN--
--AND IT IS BIG!
ORGANIC BEINGS, WE ARE WARSTAR. WE OFFER YOU A CHOICE-- HONORABLE SURRENDER...
...OR HONORABLE DEATH.
COLOSSUS, THIS REJECT "ROBBY THE ROBOT" LOOKS RIGHT UP YOUR ALLEY. WOLVERINE, YOU BACK HIM UP.
WHEN I GIVE THE WORD--


NOTHIN' HONORABLE ABOUT GIVIN' UP, BUB, AN' AS FER DEATH -- BIG DEAL! THAT HAPPENS TO EV'RYONE, SOONER OR LATER.
STUFF YER OFFER, TIN-MAN! THE X-MEN AIN'T INTERESTED!
COLOSSUS-- TAKE HIM!
BOM!
THAT WILL BE MY PLEASURE, TOVARISCH.
IF THAT'S THE WAY YOU WANT IT, TERRANS.
YOU TAKE CARE OF COLOSSUS, C'CLL-- THIS FUZZY ONE IS ALL MINE!
HEY! THERE'S TWO OF THEM!
THAT, STORM, IS MY CUE TA GET INVOLVED. GIMME ABOUT FIVE SECONDS, AN' WE'LL KNOW IF THESE SUCKERS ARE WORTH THE METAL THEY'RE MADE OUT OF.
MY APOLOGIES, WOLVERINE--
--BUT THAT, I CANNOT ALLOW!
GLADIATOR!
HE RIPPED UP THE FLOOR-- KNOCKED US INTO SOME SORT OF PIT!
RRRIP!

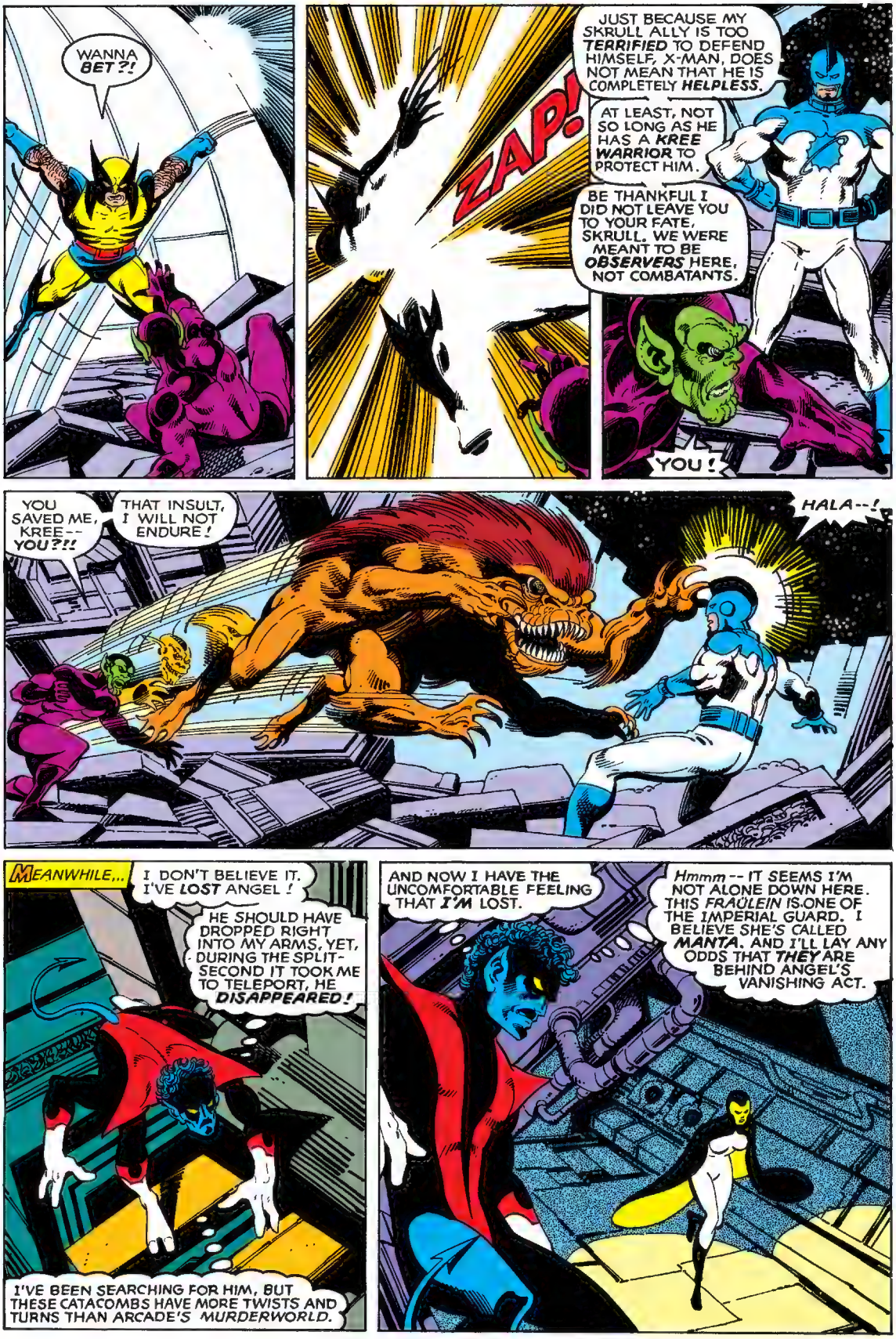

CAUGHT YOU!
THIS IS GETTING TO BE A HABIT, YOU KNOW-- SNATCHING X-MEN FROM THE BRINK OF DOOM.
YUP--AN', AS EVER, 'RORO, I'M OBLIGED.
WE'VE FALLEN A PRETTY FAIR PIECE.
THAT WE HAVE. AND FLYING BACK TO THE OTHERS WON'T BE EASY, EITHER. IT TAKES ME FAR MORE CONCENTRATION THAN USUAL TO GENERATE WINDS HERE, AND MANIPULATE THEM.
WOLVERINE, LOOK!
THAT BUILDING-- IT'S PURE CRYSTAL!
IT'S TOTALLY UNLIKE THE RUINS AROUND IT, AND IT SEEMS BRAND NEW.
GUESS WHAT, STORM, IT'S GOT A WATCH-DOG TOO!
I AM CALLED EARTHQUAKE, MAMMALS--
--BEHOLD THE REASON WHY!
THE GROUND--!!
CAN'T KEEP MY BALANCE!
HOLY--?! OROro...
WOLVERINE!
HE--FELL RIGHT THROUGH THAT WALL! BUT I CAN'T GO AFTER HIM UNTIL I'VE DEALT WITH EARTHQUAKE.
I MUST NOT LET THE IMPERIAL SEE HOW MUCH EFFORT IT TAKES ME TO USE MY ELEMENTAL POWERS. STRAIN IS INCREDIBLE, BUT I MUST NOT-- I WILL NOT-- FAIL!
YOU-- EARTHQUAKE! YOU CLAIM TO CONTROL THE EARTH BENEATH OUR FEET!
LEARN NOW, VILLAIN, THAT STORM CONTROLS THE WIND AND RAIN-- ELEMENTS THAT GRIND THE EARTH DOWN TO POWDER!


PAVESTONES-- SHE'S HURLING THEM AT ME!
SO EASILY STAGGERED, EARTHQUAKE? A PITY-- I'VE ONLY JUST BEGUN TO SHOW YOU WHAT I CAN DO!
STORM IS CONCENTRATING ON EARTHQUAKE-- AND HASN'T YET NOTICED ME!
MY THROAT-- AARRRGH!
THAT COULD PROVE TO BE A FATAL MISTAKE.
MY NEURO-WHIP SHOULD TAKE THE FIGHT OUT OF HER!
MANY THANKS, HUSSAR!
I CAN HANDLE THINGS FROM THIS POINT.
THIS X-MAN WILL GIVE US NO MORE TROUBLE, eh, HUSSAR?
FIRST-BLOOD TO THE IMPERIAL GUARD-- A GOOD OMEN!
NO!!
ELSEWHERE...
WE'RE HOLDING OUR OWN...
...BUT THAT'S ABOUT IT.


OUR POWERS AND TACTICAL SKILLS ARE PRETTY EVENLY MATCHED-- EXCEPT THAT ALL OF OUR FOES CAN FLY.
CYCLOPS AND JEAN CAN STRIKE AT LONG-RANGE, AND ANGEL CAN FIGHT THEM IN THEIR ELEMENT.
BUT I'M JUST A GLORIFIED ACROBAT. ALL THE MANEUVERS I'VE LEARNED TO COUNTER AN AIRBORNE ATTACK, WERE WORKED OUT WITH STORM. ANGEL DOESN'T KNOW THEM, AND THERE'S NO TIME TO TEACH-- WHAT?!
ANGEL! LOOK OUT! ORACLE'S MOVING IN BEHIND YOU!
M-MY MIND-- EVERY...THING... SUDDENLY GONE ...BLOOEY!
TOO LATE, NIGHTCRAWLER! I'VE STUNNED HIM!
AND WHILE THIS ANGEL-BEING IS HELPLESS...
...SMASHER WILL FINISH HIM OFF...
...IN A STYLE FAMED-- AND FEARED-- THROUGHOUT THE EMPIRE!
MEIN GOTT-- ANGEL'S TRAVELLING LIKE A ROCKET!
I CAN'T SEE BOTTOM-- THIS MUST BE A DEEP PIT. I HOPE IT'S A STRAIGHT ONE AS WELL.
I'VE GOT TO 'PORT AHEAD OF ANGEL. THEN TRY TO BREAK HIS FALL!
IT'LL BE RISKY. IF I MATERIALIZE IN OR AROUND A PHYSICAL OBJECT, I'LL GET MYSELF A QUICK AND VERY MESSY DEATH. BUT I'M ANGEL'S ONLY HOPE; I HAVE TO AT LEAST TRY!
THERE'S A FLASH OF FLAME, A GUSTING STENCH OF BRIMSTONE, A "BAMF" OF IMPLODING AIR--AS NIGHTCRAWLER DISAPPEARS --AND THEN, THERE IS ONLY SILENCE.

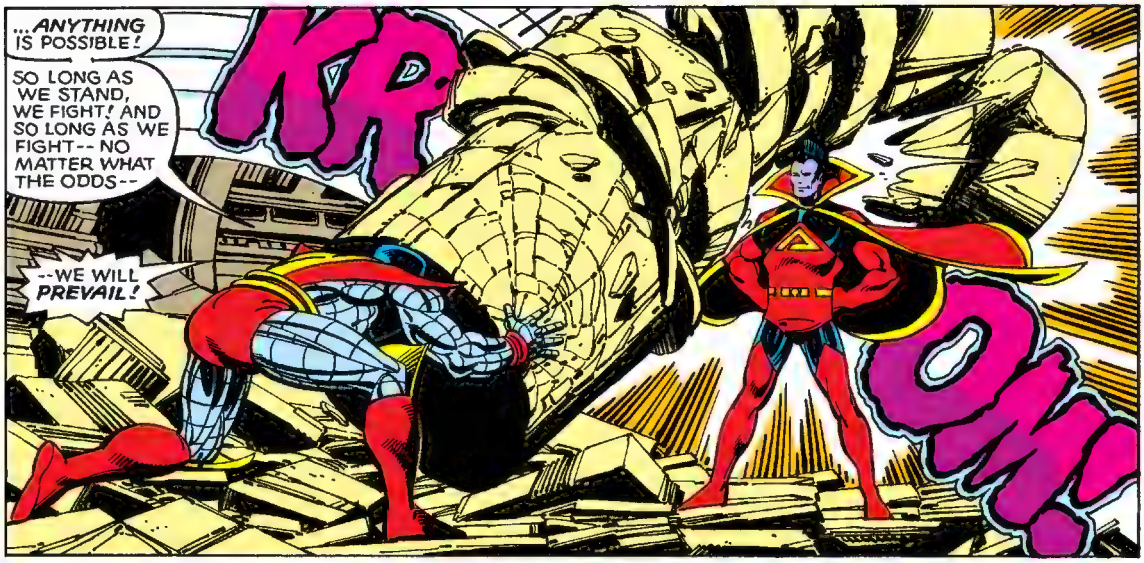

AT THAT MOMENT, IN ANOTHER PART OF THE CRATER...
I DON'T GET IT! NOTHIN' HIT ME, SO HOW COME I PASSED OUT?! AN' HOW LONG AGO?! 'RORO, WHAT'S HAPPENED TO HER?!
WHOA! TIME TA REIN IN! I'M BABBLIN'! I AIN'T DONE THAT IN... YEARS.
WHERE AM I, ANYWAY?
I GUESS I'M INSIDE THAT FREAKY HOUSE-- BUT HOW THE BLAZES DO I GET OUT?!
I'VE SEEN WEIRD SIGHTS IN MY DAY, BUT THIS TAKES THE FLAMIN' CAKE! NOTHIN' MAKES SENSE.
THE MORE I EXPERIENCE-- THE MORE I TRY TA GET A HANDLE ON THINGS--THE MORE SCRAMBLED MY PHYSICAL SENSES BECOME.
THIS KEEPS UP MUCH LONGER, AN' IT'S GONNA DRIVE ME STARK, RAVIN'...
...CRAZY.
WHO -- WHAT ARE YOU?!?
I AM THE WATCHER. THIS IS MY DOMICILE. YOU ARE NOT WELCOME HERE, WOLVERINE.
I'M GETTIN' TIRED OF BEIN' BOUNCED AROUND LIKE THIS, BUB. YOU WANT'A MAKE SOMETHIN' OF IT?!
"VERY WELL. IF WORDS WILL NOT PERSUADE YOU, LET ACTIONS TAKE THEIR PLACE.
=?!?=
"I AM PLEDGED NEVER TO INTERFERE IN THE LIVES AND AFFAIRS OF THE BEINGS WHOM I OBSERVE.
"HOWEVER, I AM PERMITTED TO WARN YOU OF THE MANY DANGEROUS DEVICES I HAVE IN MY HOME.
"WITHOUT WARNING, X-MAN, YOU MIGHT FIND YOURSELF HURLED INTO YOUR WORLD'S PRIMORDIAL PAST...
"...OR INTO THE FARTHEST REACHES OF ITS FUTURE. OR WORSE.
" RETURN HERE AT YOUR OWN RISK, WOLVERINE."
POP!

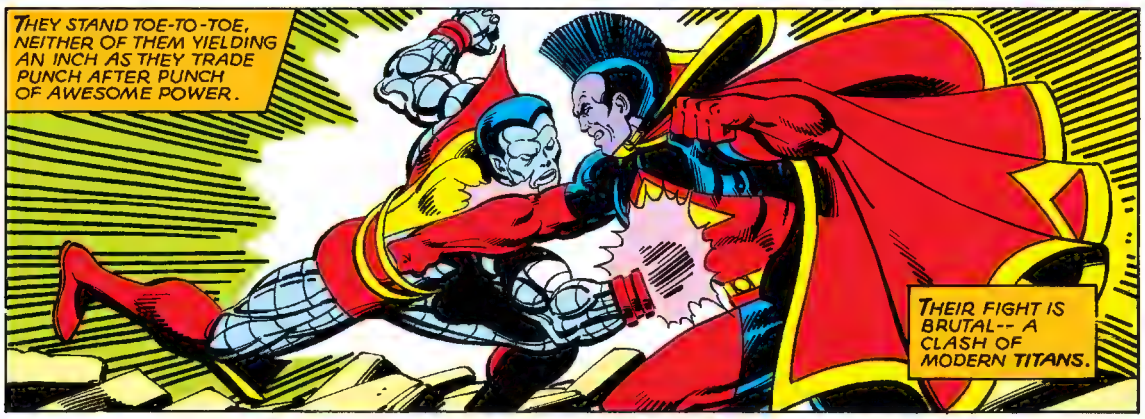
IT'S A LONG TIME BEFORE WOLVERINE MOVES -- BEFORE HE'S EVEN SURE WHERE HE IS...
BUB, YOU GOT ONE HECKUVA WAY OF SAYIN', "NO TRESPASSING." BUT... I GET THE MESSAGE.
MY GUTS, MY MIND -- MY SOUL -- EVERYTHING FEELS LIKE IT'S BEEN TURNED INSIDE-OUT.
WOLVERINE! THANK HEAVEN YOU'RE ALL RIGHT!
NOT EVEN PROTEUS MADE ME FEEL THIS SHAKY.
THAT'S A MATTER OF OPINION, BABE.
Huh?! SOMETHING'S WRONG! THIS LOOKS LIKE 'RORO, SOUNDS LIKE HER, ACTS LIKE HER...
...BUT MY INSTINCTS, MY SENSES, ARE TELLIN' ME, THIS AIN'T HER!
TROUBLE IS, AFTER WHAT THE WATCHER'S FUN-HOUSE RIDE DID TO MY INSIDES, CAN I TRUST THOSE FEELINGS?
ALWAYS HAVE BEFORE, BUT--
-- I GUESS THERE AIN'T NO "BUTS" ABOUT IT!
WOLVERINE, WHAT ARE YOU DOING?!!
HOPIN' I DIDN'T JUST MAKE A BIG MISTAKE, LADY.
WHAM!
HER HANDS, AS I THREW HER, THEY WERE TIGHTENING ON MY NECK. STORM WAS STARTIN' TO STRANGLE ME!
IMPOSSIBLE! YOU COULD NOT HAVE SEEN THROUGH MY DISGUISE!
A SHAPE-CHANGER!
WHERE'D YOU COME FROM, BUB?! YOU AIN'T ONE OF THE IMPERIAL GUARD!
I AM RAKSOR, TERRAN -- A SKRULL WARRIOR!
I AM YOUR DEATH!

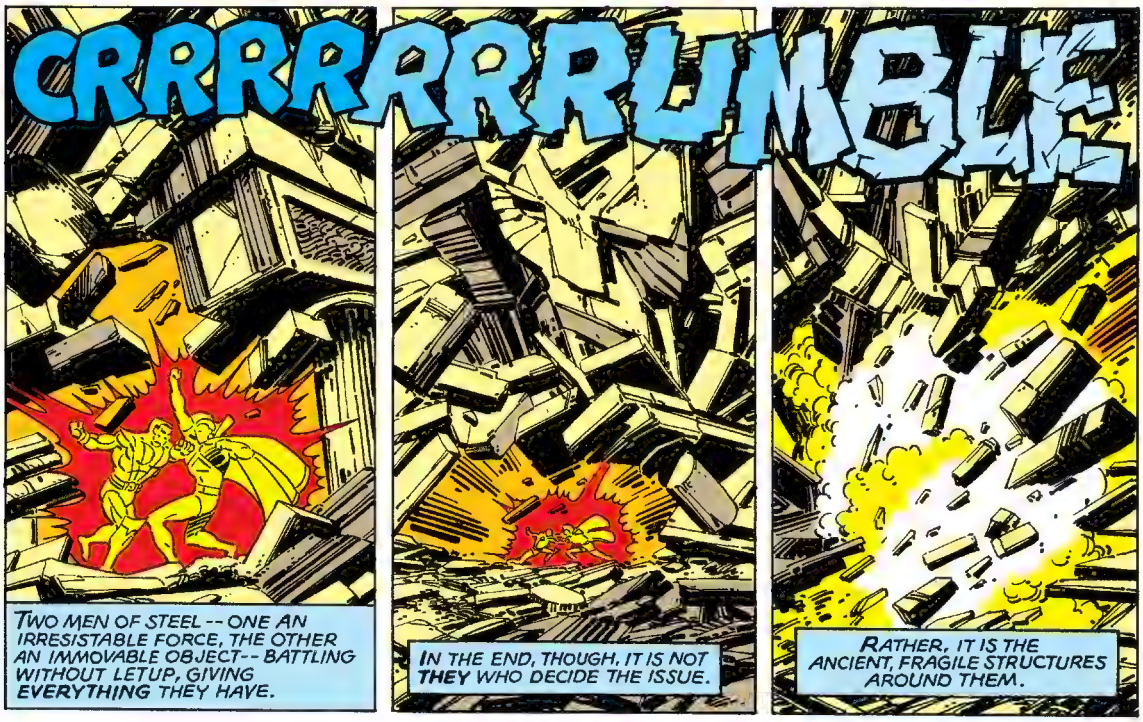

WANNA BET?!
ZAP!
JUST BECAUSE MY SKRULL ALLY IS TOO TERRIFIED TO DEFEND HIMSELF, X-MAN, DOES NOT MEAN THAT HE IS COMPLETELY HELPLESS.
AT LEAST, NOT SO LONG AS HE HAS A KREE WARRIOR TO PROTECT HIM.
BE THANKFUL I DID NOT LEAVE YOU TO YOUR FATE, SKRULL. WE WERE MEANT TO BE OBSERVERS HERE, NOT COMBATANTS.
YOU!
YOU SAVED ME, KREE-- YOU?!!
THAT INSULT, I WILL NOT ENDURE!
HALA--!
MEANWHILE...
I DON'T BELIEVE IT. I'VE LOST ANGEL!
HE SHOULD HAVE DROPPED RIGHT INTO MY ARMS, YET, DURING THE SPLIT-SECOND IT TOOK ME TO TELEPORT, HE DISAPPEARED!
I'VE BEEN SEARCHING FOR HIM, BUT THESE CATACOMBS HAVE MORE TWISTS AND TURNS THAN ARCADE'S MURDERWORLD.
AND NOW I HAVE THE UNCOMFORTABLE FEELING THAT I'M LOST.
Hmmm -- IT SEEMS I'M NOT ALONE DOWN HERE. THIS FRAULEIN IS ONE OF THE IMPERIAL GUARD. I BELIEVE SHE'S CALLED MANTA. AND I'LL LAY ANY ODDS THAT THEY ARE BEHIND ANGEL'S VANISHING ACT.

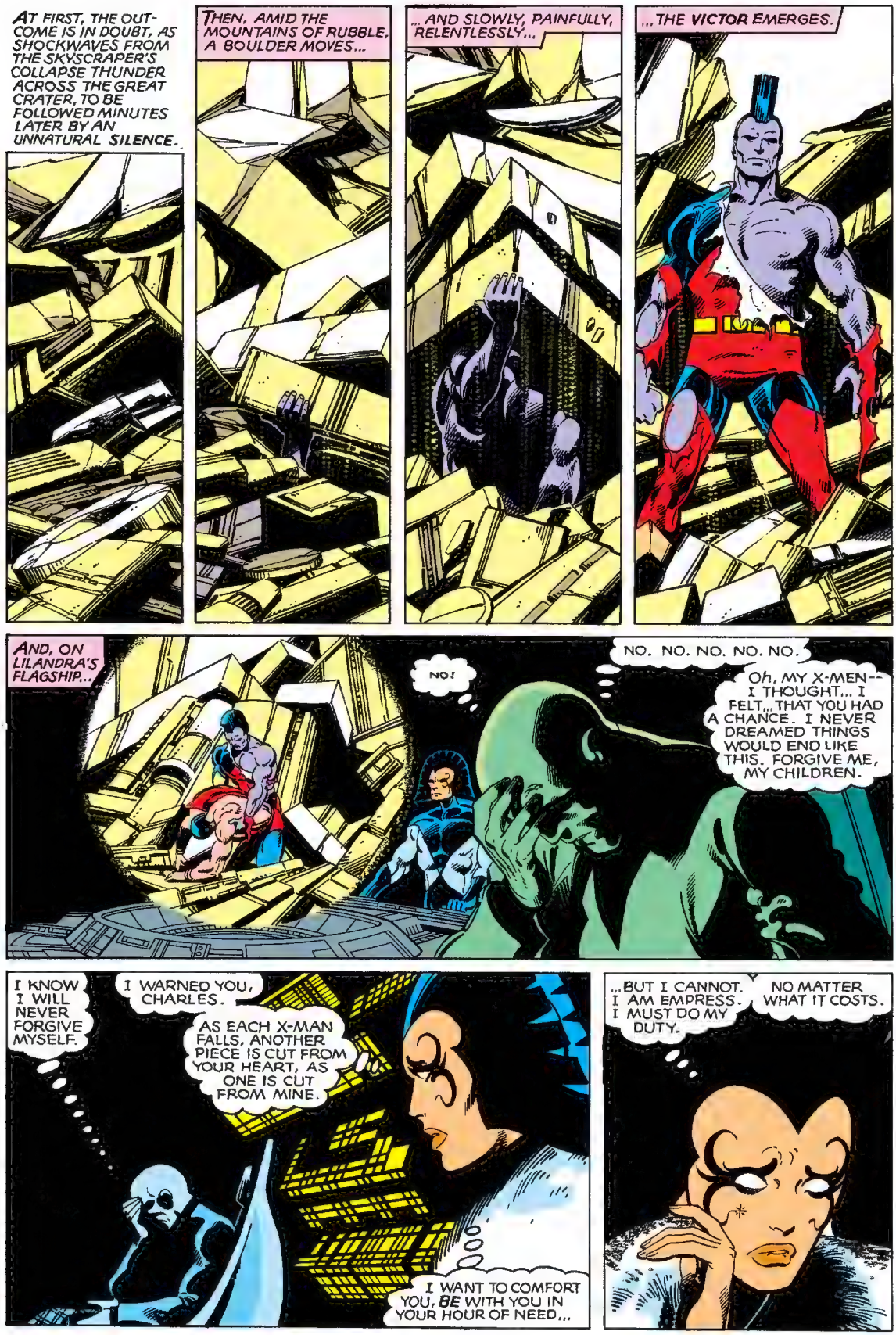
I DOUBT I CAN FIND HIM ON MY OWN. BUT IF I STAY IN THE SHADOWS -- WHERE I'M ALMOST *INVISIBLE* -- AND FOLLOW MANTA...
...SHE MIGHT LEAD ME RIGHT TO HIM.
DON'T TRY TO HIDE FROM ME, NIGHT-CRAWLER--
WHAT?! SHE SPOTTED ME -- BUT *HOW*?!?
-- IT WILL SIMPLY BE A WASTED EFFORT.
YEEAHHHRRR!!
YOU THOUGHT THE *SHADOWS* WOULD KEEP YOU SAFE.
PERHAPS THEY WOULD HAVE, FROM ONE WITH *NORMAL* VISION. BUT I SEE IN *INFRA-RED*. AGAINST THAT COOL STONE, YOUR WARM, LIVING BODY STOOD OUT LIKE A SUPER-NOVA.
THAT'S TWO MORE TERRANS BEATEN. I WONDER HOW THE REST OF OUR STRIKE FORCE IS FARING?
WARSTAR IS NOT DOING WELL.
SKRAM!
I THOUGHT B'NEE AND C'CLL COULD DEAL WITH THESE X-MEN. MY MISTAKE.
MY FOE IS *DOWN*, BEAST! HANG ON! I WILL BE BY YOUR SIDE IN A MOMENT!

TOO LATE, BIG FELLA!
YEEOWWW!!
SUCH AN ATTACK WILL NOT WORK AGAINST ME, CREATURE.
LET US SEE IF YOU CAN STILL MAKE SUCH JOKES AFTER I HAVE RESHAPED YOU INTO A PRETZEL!
THIS HEFTY JOLT OF ELECTRICITY CERTAINLY TOOK THE FIGHT OUT OF YOUR FUZZY FRIEND IN A HURRY.
TO GET TO B'NEE, COLOSSUS--
UNNHHH!
--IN FACT, TO GET TO ANY OTHER MEMBERS OF THE IMPERIAL GUARD--
--YOU'LL FIRST HAVE TO GO THROUGH ME!
AND, QUITE FRANKLY, I DON'T THINK THAT'S POSSIBLE.
WHAMMO
SKRAK
WHAT A BLOW! THIS ALIEN SEEMS AS STRONG AS I AM. I WONDER IF HE IS AS IMPERVIOUS TO HARM...
PERHAPS... YOU ARE RIGHT, GLADIATOR. BUT SINCE JOINING THE X-MEN, I HAVE LEARNED THAT...

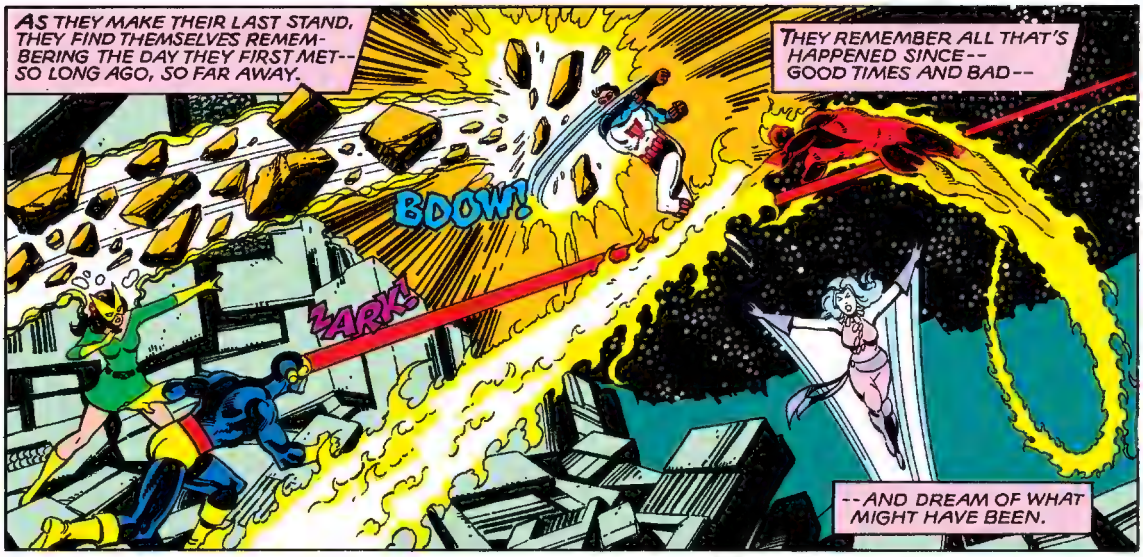

...ANYTHING IS POSSIBLE!
SO LONG AS WE STAND, WE FIGHT! AND SO LONG AS WE FIGHT-- NO MATTER WHAT THE ODDS--
--WE WILL PREVAIL!
KR-
OM!

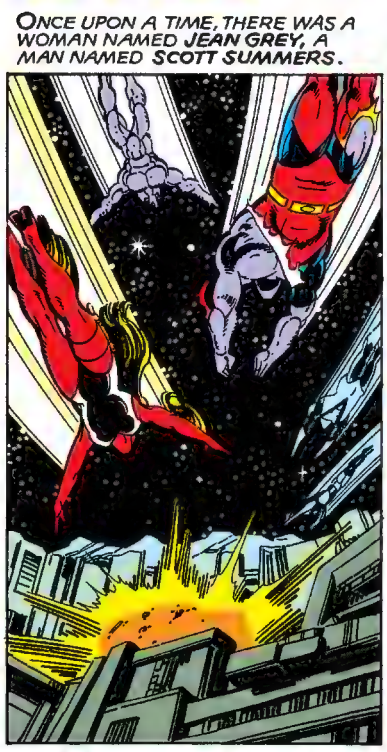

THEY STAND TOE-TO-TOE, NEITHER OF THEM YIELDING AN INCH AS THEY TRADE PUNCH AFTER PUNCH OF AWESOME POWER.
THEIR FIGHT IS BRUTAL-- A CLASH OF MODERN TITANS.

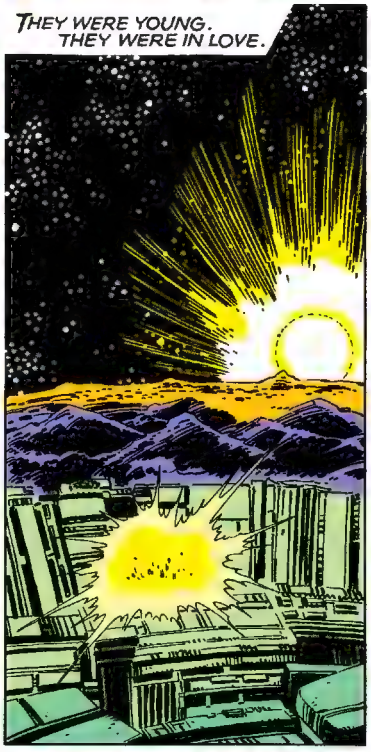

CRRRRRRRUMBLE
TWO MEN OF STEEL -- ONE AN IRRESISTABLE FORCE, THE OTHER AN IMMOVABLE OBJECT-- BATTLING WITHOUT LETUP, GIVING EVERYTHING THEY HAVE.
IN THE END, THOUGH, IT IS NOT THEY WHO DECIDE THE ISSUE.
RATHER, IT IS THE ANCIENT, FRAGILE STRUCTURES AROUND THEM.


AT FIRST, THE OUTCOME IS IN DOUBT, AS SHOCKWAVES FROM THE SKYSCRAPER'S COLLAPSE THUNDER ACROSS THE GREAT CRATER, TO BE FOLLOWED MINUTES LATER BY AN UNNATURAL SILENCE.
THEN, AMID THE MOUNTAINS OF RUBBLE, A BOULDER MOVES...
...AND SLOWLY, PAINFULLY, RELENTLESSLY...
...THE VICTOR EMERGES.
AND, ON LILANDRA'S FLAGSHIP...
NO!
NO. NO. NO. NO. NO.
Oh, MY X-MEN-- I THOUGHT... I FELT... THAT YOU HAD A CHANCE. I NEVER DREAMED THINGS WOULD END LIKE THIS. FORGIVE ME, MY CHILDREN.
I KNOW I WILL NEVER FORGIVE MYSELF.
I WARNED YOU, CHARLES.
AS EACH X-MAN FALLS, ANOTHER PIECE IS CUT FROM YOUR HEART, AS ONE IS CUT FROM MINE.
I WANT TO COMFORT YOU, BE WITH YOU IN YOUR HOUR OF NEED...
...BUT I CANNOT. I AM EMPRESS. I MUST DO MY DUTY.
NO MATTER WHAT IT COSTS.

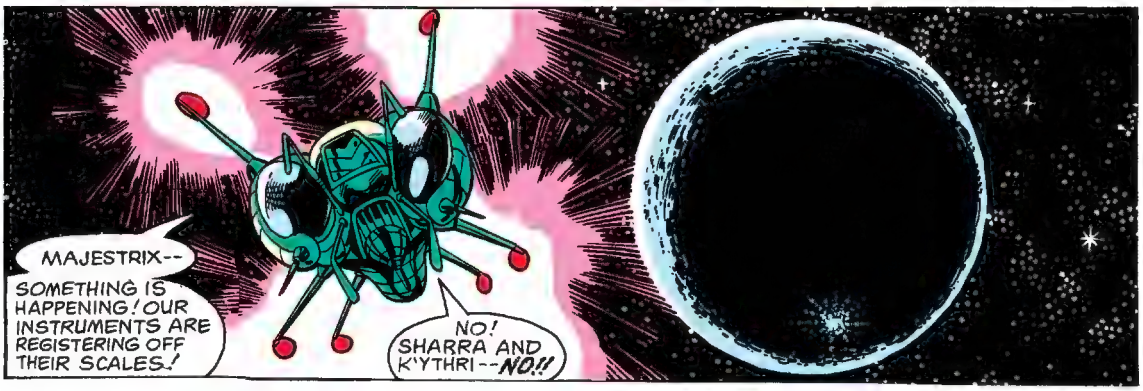
SCOTT, I'VE LOST TELEPATHIC CONTACT WITH ALL THE OTHER X-MEN! I THINK WE'RE THE ONLY ONES LEFT!
SO MUCH FOR MY BRILLIANT STRATEGY.
MY OPTIC BLASTS ARE MAKING THESE IMPERIALS KEEP THEIR DISTANCE. THEY'RE NOT REALLY ATTACKING US ANYMORE, JUST MARKING OUR POSITION UNTIL REENFORCEMENTS ARRIVE. THEN, WE'LL SEE FIREWORKS.
JEAN, WE HAVE TO LOSE THEM!
IN HERE!
THIS ALCOVE SHOULD HIDE US!
HOW?!
IT'S TOO SHALLOW TO DO US ANY GOOD. WE'LL BE SPOTTED IN AN INSTANT.
NOT AFTER I'VE USED MY TELEKINETIC TALENT TO COVER THE ENTRANCE WITH A WALL OF LUNAR DUST-- VOILÀ!
THERE THEY GO, NONE THE WISER.
WE'VE GOT BREATHING SPACE, SCOTT-- BUT, SOONER OR LATER, WE'LL HAVE TO COME OUT.
I KNOW.
THERE'S SO MUCH I WANT TO SAY TO YOU--SO MUCH THAT I FEEL. I... DON'T HAVE THE WORDS.
WHERE I'M CONCERNED, IT'S THE THOUGHT THAT COUNTS. AND YOURS-- LIKE YOU--
--ARE BEAUTIFUL.
YOU'RE A SPECIAL MAN, SCOTT SUMMERS.
NO MORE SPECIAL THAN THE WOMAN I LOVE.
READY?
READY.
THEN... LET'S GO!


AS THEY MAKE THEIR LAST STAND, THEY FIND THEMSELVES REMEMBERING THE DAY THEY FIRST MET--SO LONG AGO, SO FAR AWAY.
THEY REMEMBER ALL THAT'S HAPPENED SINCE--GOOD TIMES AND BAD--
BDOW!
ZARK!
--AND DREAM OF WHAT MIGHT HAVE BEEN.

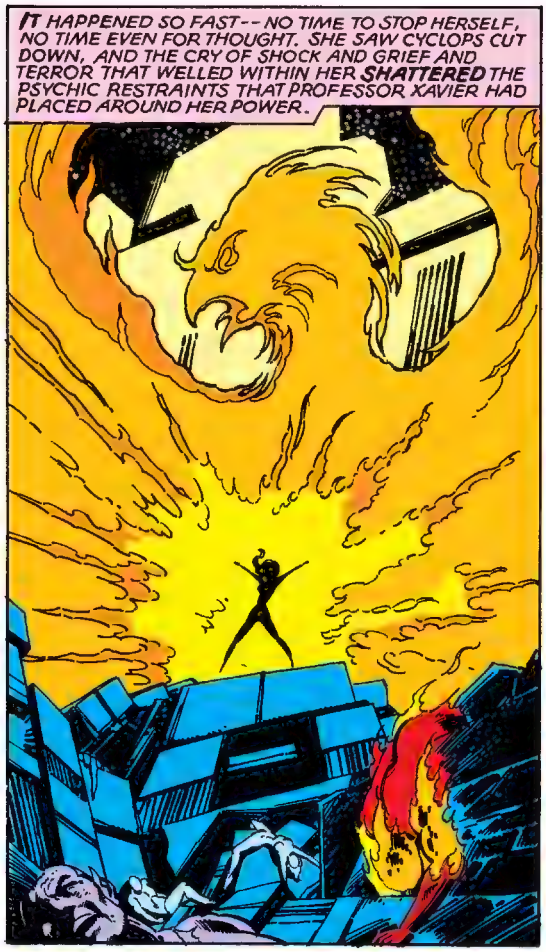

ONCE UPON A TIME, THERE WAS A WOMAN NAMED JEAN GREY, A MAN NAMED SCOTT SUMMERS.


THEY WERE YOUNG. THEY WERE IN LOVE.

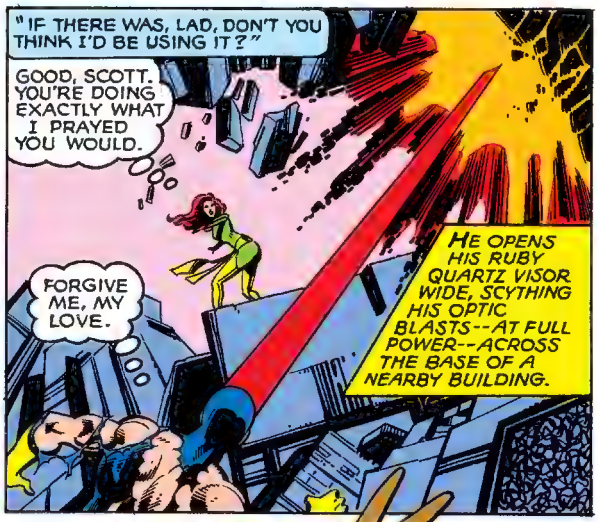
THEY WERE HEROES.
TODAY, THEY WILL PROVE IT--BEYOND ALL SHADOW OF A DOUBT.

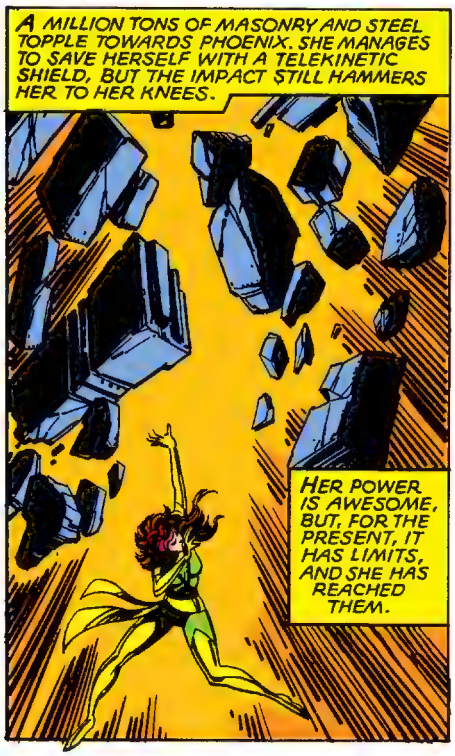

MAJESTRIX--
SOMETHING IS HAPPENING! OUR INSTRUMENTS ARE REGISTERING OFF THEIR SCALES!
NO! SHARRA AND K'YTHRI--NO!!

THE ENERGY FLARE LIGHTS UP HALF A LUNAR HEMISPHERE, A PLASMA BOLT OF MONSTROUS PROPORTIONS, PUNCHING THROUGH THE STARSHIP'S DEFENSIVE FORCE FIELDS LIKE THEY DON'T EXIST...
...ANNOUNCING TO ALL THE UNIVERSE THAT--
--PHOENIX IS REBORN!
AND, ABOARD THE GREAT DREADNOUGHT--INSTANT, TOTAL CHAOS!
GRAB HANDHOLDS, EVERYONE! THE ARTIFICIAL GRAVITY'S GONE!
DAMAGE CONTROL--REPORT! HOW BADLY ARE WE HIT?!
CAPTAIN--ALERT THE GRAND FLEET! PLAN OMEGA!
IF WE FAIL IN OUR MISSION...
--TO ENSURE THAT PHOENIX IS DESTROYED!
...BURN THIS WORLD, THIS SYSTEM, THIS ENTIRE STELLAR CLUSTER! DO WHATEVER IS NECESSARY--
LILANDRA... IS RIGHT. THINGS HAVE GONE TOO FAR. I HAVE DONE ALL I COULD--TOO LITTLE, FAR TOO LATE--FOR JEAN.
NOW, I MUST ACT TO SAVE THE HUMAN RACE!
HEAR ME, MY X-MEN! HEAR ME!


IT HAPPENED SO FAST--NO TIME TO STOP HERSELF, NO TIME EVEN FOR THOUGHT. SHE SAW CYCLOPS CUT DOWN, AND THE CRY OF SHOCK AND GRIEF AND TERROR THAT WELLED WITHIN HER SHATTERED THE PSYCHIC RESTRAINTS THAT PROFESSOR XAVIER HAD PLACED AROUND HER POWER.

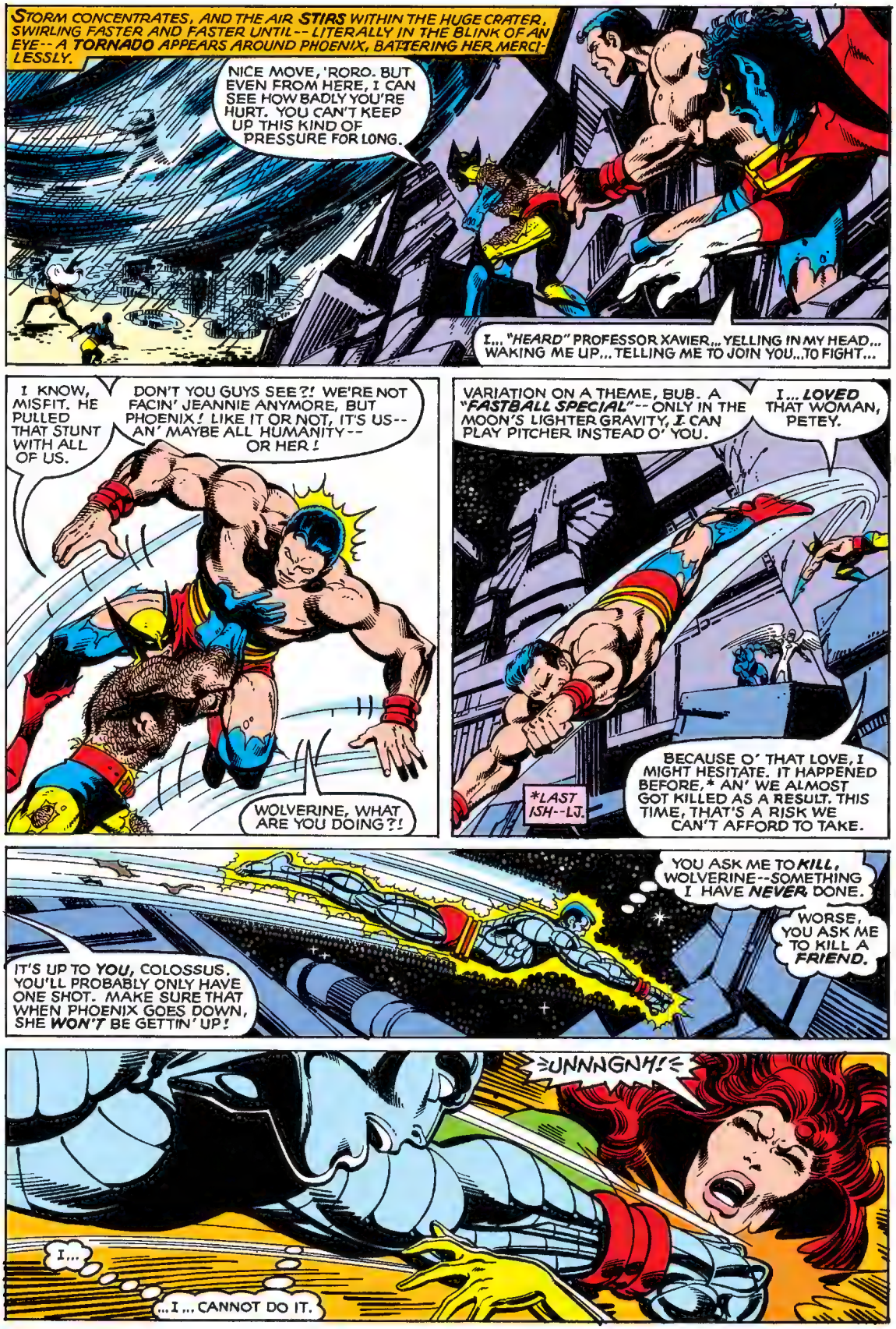
OH, JEAN--NO!
EH?! PROFESSOR X, CONTACTING ME TELEPATHICALLY!
CYCLOPS, ATTACK PHOENIX NOW! WHILE SHE IS STILL COMPARATIVELY WEAK!
PROFESSOR, THERE HAS TO BE SOME OTHER WAY! PLEASE!

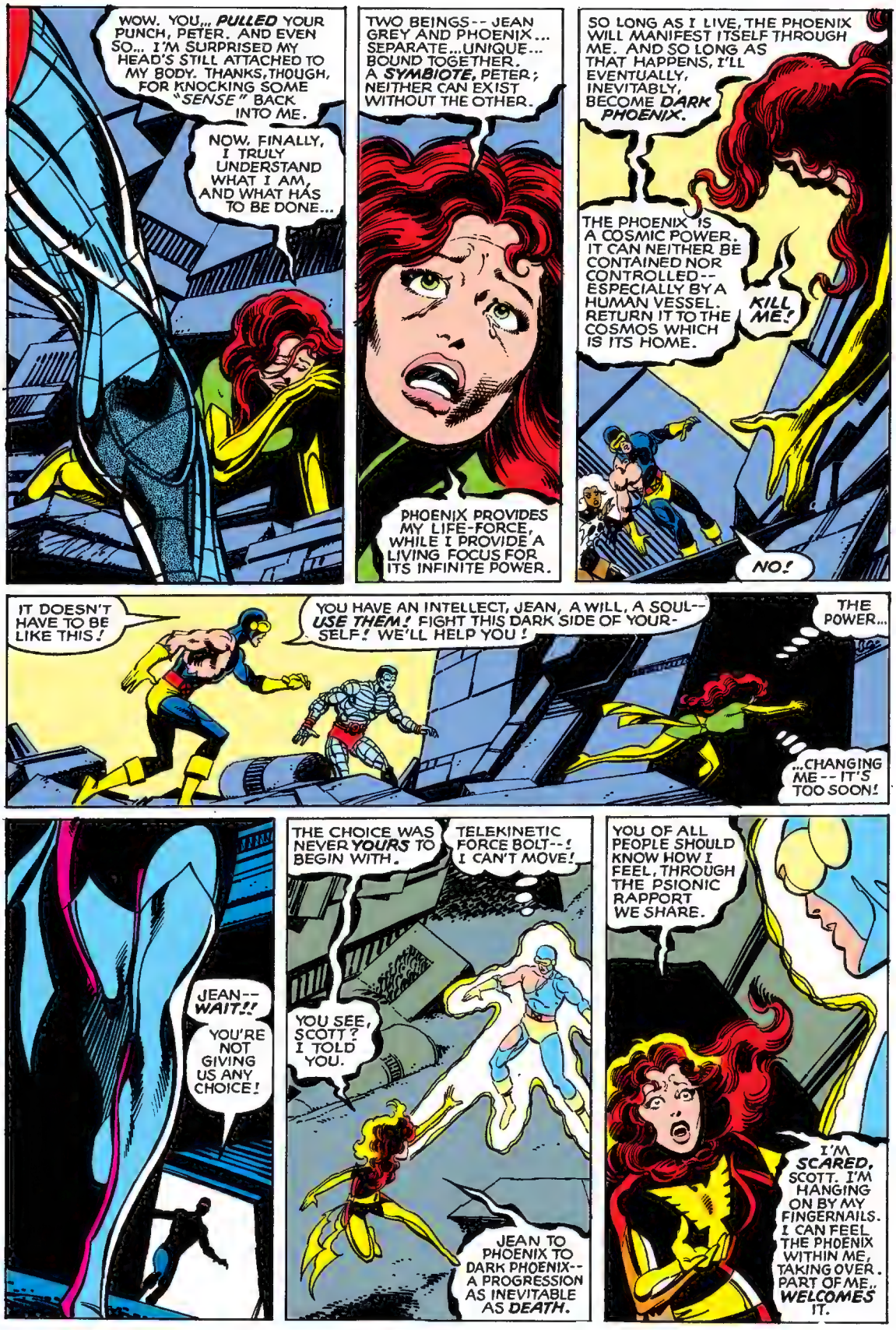

"IF THERE WAS, LAD, DON'T YOU THINK I'D BE USING IT?"
GOOD, SCOTT. YOU'RE DOING EXACTLY WHAT I PRAYED YOU WOULD.
FORGIVE ME, MY LOVE.
HE OPENS HIS RUBY QUARTZ VISOR WIDE, SCYTHING HIS OPTIC BLASTS--AT FULL POWER--ACROSS THE BASE OF A NEARBY BUILDING.

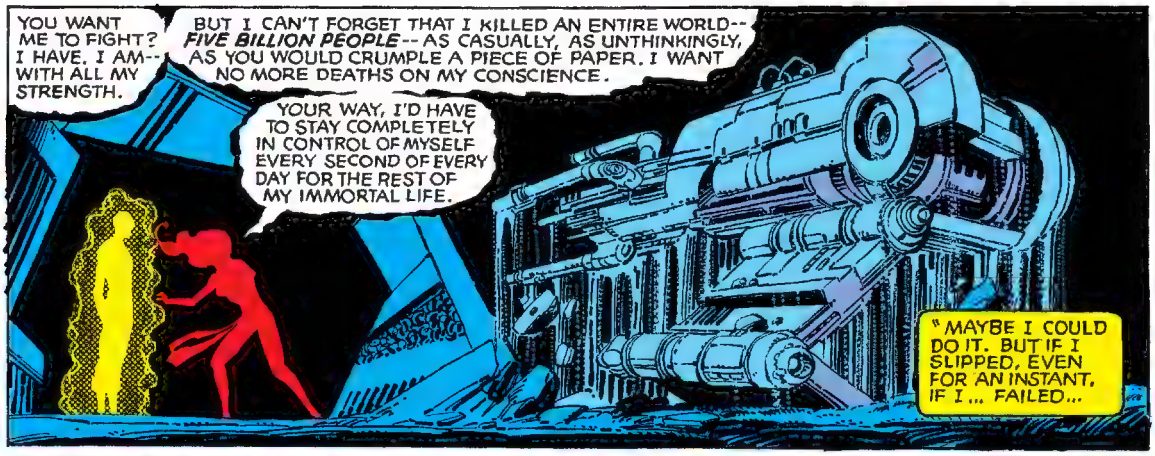

A MILLION TONS OF MASONRY AND STEEL TOPPLE TOWARDS PHOENIX. SHE MANAGES TO SAVE HERSELF WITH A TELEKINETIC SHIELD, BUT THE IMPACT STILL HAMMERS HER TO HER KNEES.
HER POWER IS AWESOME, BUT, FOR THE PRESENT, IT HAS LIMITS, AND SHE HAS REACHED THEM.

CYCLOPS--PROFESSOR'S VOICE... INSIDE MY MIND... FORCING ME AWAKE...
JEAN'S BECOME PHOENIX AGAIN.
GODDESS, NO!
IT'S UP TO US TO STOP HER.

IS SUCH A THING POSSIBLE?
I DON'T KNOW, ORORO, BUT WE HAVE TO TRY.
WE HAVE TO KEEP HER OFF-BALANCE--MAKE HER USE UP HER POWER, BURN HERSELF OUT.
I... WILL DO WHAT I CAN.

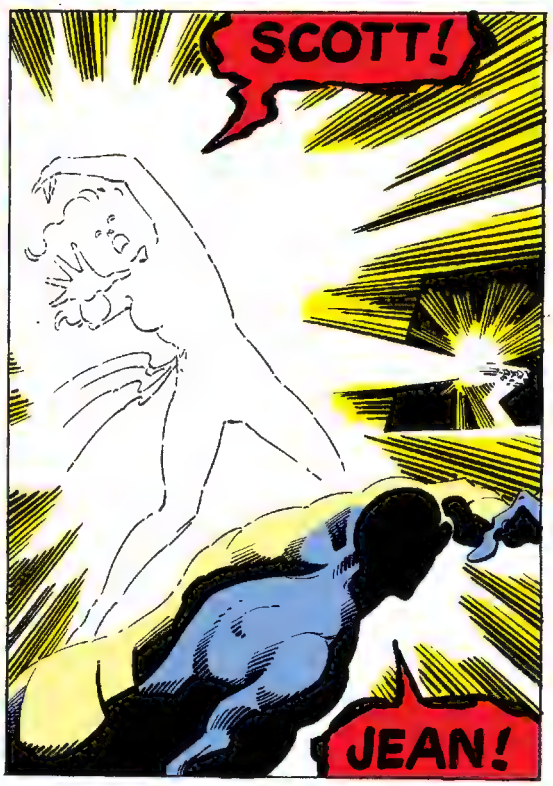

STORM CONCENTRATES, AND THE AIR STIRS WITHIN THE HUGE CRATER, SWIRLING FASTER AND FASTER UNTIL-- LITERALLY IN THE BLINK OF AN EYE-- A TORNADO APPEARS AROUND PHOENIX, BATTERING HER MERCILESSLY.
NICE MOVE, 'RORO. BUT EVEN FROM HERE, I CAN SEE HOW BADLY YOU'RE HURT. YOU CAN'T KEEP UP THIS KIND OF PRESSURE FOR LONG.
I... "HEARD" PROFESSOR XAVIER... YELLING IN MY HEAD... WAKING ME UP... TELLING ME TO JOIN YOU...TO FIGHT...
I KNOW, MISFIT. HE PULLED THAT STUNT WITH ALL OF US.
DON'T YOU GUYS SEE?! WE'RE NOT FACIN' JEANNIE ANYMORE, BUT PHOENIX! LIKE IT OR NOT, IT'S US-- AN' MAYBE ALL HUMANITY-- OR HER!
WOLVERINE, WHAT ARE YOU DOING?!
VARIATION ON A THEME, BUB. A "FASTBALL SPECIAL"-- ONLY IN THE MOON'S LIGHTER GRAVITY, I CAN PLAY PITCHER INSTEAD O' YOU.
I... LOVED THAT WOMAN, PETEY.
BECAUSE O' THAT LOVE, I MIGHT HESITATE. IT HAPPENED BEFORE, * AN' WE ALMOST GOT KILLED AS A RESULT. THIS TIME, THAT'S A RISK WE CAN'T AFFORD TO TAKE.
*LAST ISH--LJ.
YOU ASK ME TO KILL, WOLVERINE--SOMETHING I HAVE NEVER DONE.
WORSE, YOU ASK ME TO KILL A FRIEND.
IT'S UP TO YOU, COLOSSUS. YOU'LL PROBABLY ONLY HAVE ONE SHOT. MAKE SURE THAT WHEN PHOENIX GOES DOWN, SHE WON'T BE GETTIN' UP!
=UNNNGNH!=
I...
...I ... CANNOT DO IT.


WOW. YOU,,, PULLED YOUR PUNCH, PETER. AND EVEN SO... I'M SURPRISED MY HEAD'S STILL ATTACHED TO MY BODY. THANKS, THOUGH, FOR KNOCKING SOME "SENSE" BACK INTO ME.
NOW, FINALLY, I TRULY UNDERSTAND WHAT I AM, AND WHAT HAS TO BE DONE...
TWO BEINGS-- JEAN GREY AND PHOENIX... SEPARATE...UNIQUE... BOUND TOGETHER. A SYMBIOTE, PETER; NEITHER CAN EXIST WITHOUT THE OTHER.
PHOENIX PROVIDES MY LIFE-FORCE, WHILE I PROVIDE A LIVING FOCUS FOR ITS INFINITE POWER.
SO LONG AS I LIVE, THE PHOENIX WILL MANIFEST ITSELF THROUGH ME. AND SO LONG AS THAT HAPPENS, I'LL EVENTUALLY, INEVITABLY, BECOME DARK PHOENIX.
THE PHOENIX IS A COSMIC POWER. IT CAN NEITHER BE CONTAINED NOR CONTROLLED-- ESPECIALLY BY A HUMAN VESSEL. RETURN IT TO THE COSMOS WHICH IS ITS HOME.
KILL ME!
NO!
IT DOESN'T HAVE TO BE LIKE THIS!
YOU HAVE AN INTELLECT, JEAN, A WILL, A SOUL-- USE THEM! FIGHT THIS DARK SIDE OF YOURSELF! WE'LL HELP YOU!
THE POWER...
...CHANGING ME-- IT'S TOO SOON!
JEAN-- WAIT!!
YOU'RE NOT GIVING US ANY CHOICE!
THE CHOICE WAS NEVER YOURS TO BEGIN WITH.
TELEKINETIC FORCE BOLT--! I CAN'T MOVE!
YOU SEE, SCOTT? I TOLD YOU.
JEAN TO PHOENIX TO DARK PHOENIX-- A PROGRESSION AS INEVITABLE AS DEATH.
YOU OF ALL PEOPLE SHOULD KNOW HOW I FEEL, THROUGH THE PSIONIC RAPPORT WE SHARE.
I'M SCARED, SCOTT. I'M HANGING ON BY MY FINGERNAILS. I CAN FEEL THE PHOENIX WITHIN ME, TAKING OVER. PART OF ME,, WELCOMES IT.


YOU WANT ME TO FIGHT? I HAVE. I AM-- WITH ALL MY STRENGTH.
BUT I CAN'T FORGET THAT I KILLED AN ENTIRE WORLD-- FIVE BILLION PEOPLE-- AS CASUALLY, AS UNTHINKINGLY, AS YOU WOULD CRUMPLE A PIECE OF PAPER. I WANT NO MORE DEATHS ON MY CONSCIENCE.
YOUR WAY, I'D HAVE TO STAY COMPLETELY IN CONTROL OF MYSELF EVERY SECOND OF EVERY DAY FOR THE REST OF MY IMMORTAL LIFE.
"MAYBE I COULD DO IT. BUT IF I SLIPPED, EVEN FOR AN INSTANT, IF I... FAILED...

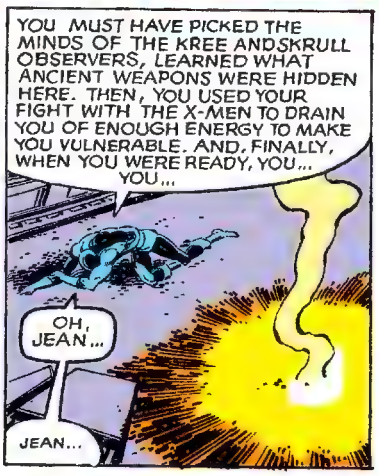
...IF EVEN ONE MORE PERSON DIED AT MY HANDS...
IT'S BETTER THIS WAY. QUICK. CLEAN. FINAL.
I LOVE YOU, SCOTT.

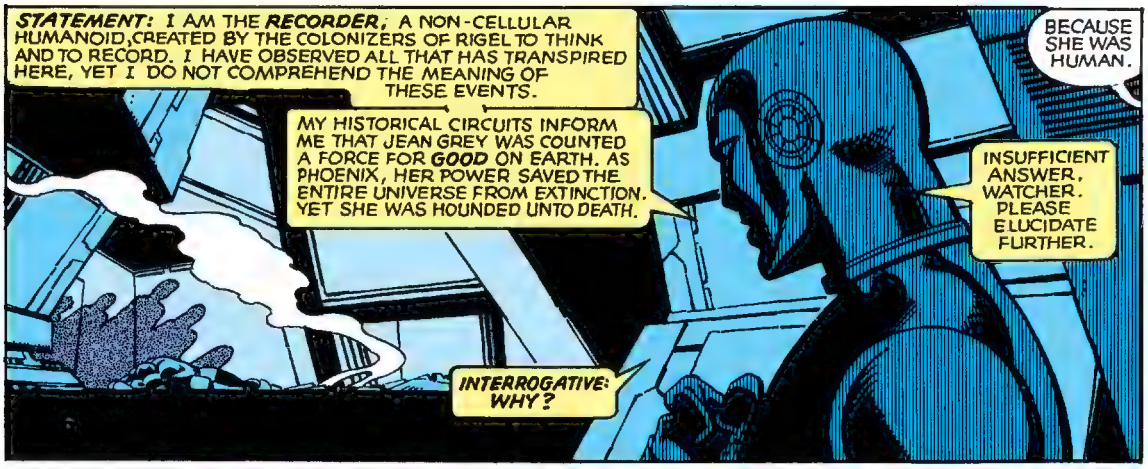
A PART OF ME WILL ALWAYS BE WITH YOU.
JEAN, NO. DON'T!
NO!

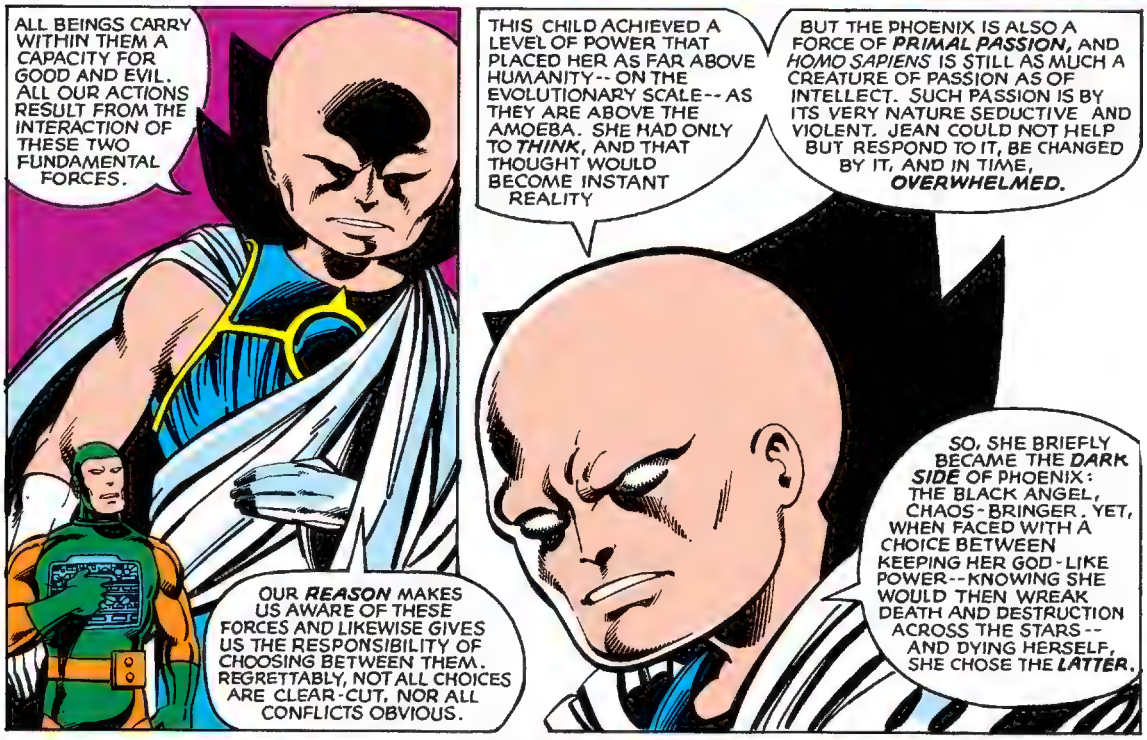

SCOTT!
JEAN!

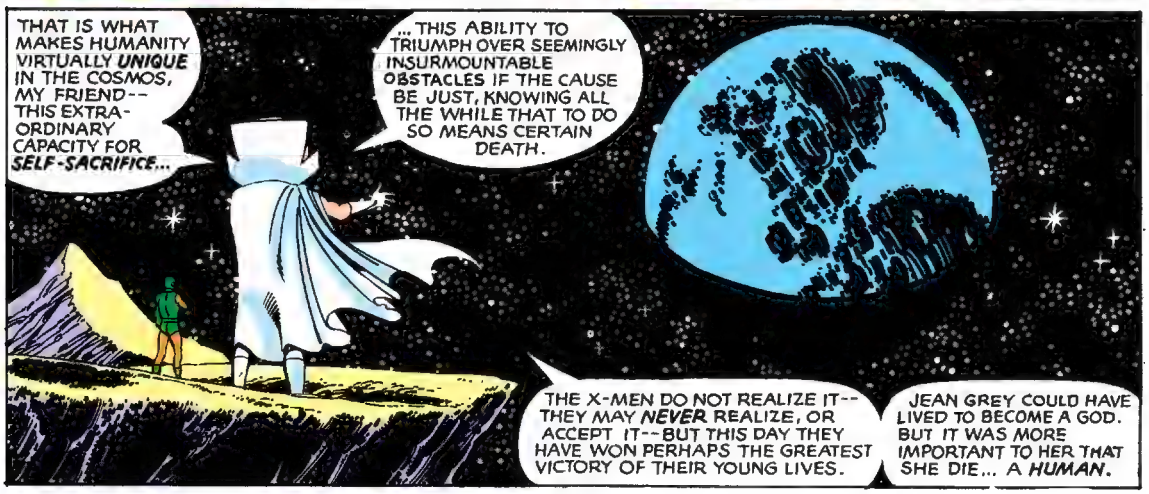
YOU... PLANNED THIS, DIDN'T YOU?! FROM THE MOMENT WE LANDED ON THE MOON. YOU SHIELDED YOUR INTENTIONS FROM OUR RAPPORT, BUT JUST THE SAME I SHOULD HAVE GUESSED, I SHOULD HAVE REALIZED...

...THAT YOU COULD NOT BECOME DARK PHOENIX AND REMAIN TRUE TO YOUR SELF, THE JEAN GREY I KNEW, AND FELL IN LOVE WITH. SO, YOU TOOK STEPS TO ENSURE THAT, IF LILANDRA COULDN'T STOP YOU, YOU'D DO THE JOB YOURSELF.


YOU MUST HAVE PICKED THE MINDS OF THE KREE AND SKRULL OBSERVERS, LEARNED WHAT ANCIENT WEAPONS WERE HIDDEN HERE. THEN, YOU USED YOUR FIGHT WITH THE X-MEN TO DRAIN YOU OF ENOUGH ENERGY TO MAKE YOU VULNERABLE. AND, FINALLY, WHEN YOU WERE READY, YOU... YOU...
OH, JEAN...
JEAN...


STATEMENT: I AM THE RECORDER, A NON-CELLULAR HUMANOID, CREATED BY THE COLONIZERS OF RIGEL TO THINK AND TO RECORD. I HAVE OBSERVED ALL THAT HAS TRANSPIRED HERE, YET I DO NOT COMPREHEND THE MEANING OF THESE EVENTS.
MY HISTORICAL CIRCUITS INFORM ME THAT JEAN GREY WAS COUNTED A FORCE FOR GOOD ON EARTH. AS PHOENIX, HER POWER SAVED THE ENTIRE UNIVERSE FROM EXTINCTION. YET SHE WAS HOUNDED UNTO DEATH.
INTERROGATIVE: WHY?
BECAUSE SHE WAS HUMAN.
INSUFFICIENT ANSWER, WATCHER. PLEASE ELUCIDATE FURTHER.


ALL BEINGS CARRY WITHIN THEM A CAPACITY FOR GOOD AND EVIL. ALL OUR ACTIONS RESULT FROM THE INTERACTION OF THESE TWO FUNDAMENTAL FORCES.
OUR REASON MAKES US AWARE OF THESE FORCES AND LIKEWISE GIVES US THE RESPONSIBILITY OF CHOOSING BETWEEN THEM. REGRETTABLY, NOT ALL CHOICES ARE CLEAR-CUT, NOR ALL CONFLICTS OBVIOUS.
THIS CHILD ACHIEVED A LEVEL OF POWER THAT PLACED HER AS FAR ABOVE HUMANITY -- ON THE EVOLUTIONARY SCALE -- AS THEY ARE ABOVE THE AMOEBA. SHE HAD ONLY TO THINK, AND THAT THOUGHT WOULD BECOME INSTANT REALITY
BUT THE PHOENIX IS ALSO A FORCE OF PRIMAL PASSION, AND HOMO SAPIENS IS STILL AS MUCH A CREATURE OF PASSION AS OF INTELLECT. SUCH PASSION IS BY ITS VERY NATURE SEDUCTIVE AND VIOLENT. JEAN COULD NOT HELP BUT RESPOND TO IT, BE CHANGED BY IT, AND IN TIME, OVERWHELMED.
SO, SHE BRIEFLY BECAME THE DARK SIDE OF PHOENIX: THE BLACK ANGEL, CHAOS-BRINGER. YET, WHEN FACED WITH A CHOICE BETWEEN KEEPING HER GOD-LIKE POWER -- KNOWING SHE WOULD THEN WREAK DEATH AND DESTRUCTION ACROSS THE STARS -- AND DYING HERSELF, SHE CHOSE THE LATTER.


THAT IS WHAT MAKES HUMANITY VIRTUALLY UNIQUE IN THE COSMOS, MY FRIEND -- THIS EXTRA-ORDINARY CAPACITY FOR SELF-SACRIFICE...
... THIS ABILITY TO TRIUMPH OVER SEEMINGLY INSURMOUNTABLE OBSTACLES IF THE CAUSE BE JUST, KNOWING ALL THE WHILE THAT TO DO SO MEANS CERTAIN DEATH.
THE X-MEN DO NOT REALIZE IT -- THEY MAY NEVER REALIZE, OR ACCEPT IT -- BUT THIS DAY THEY HAVE WON PERHAPS THE GREATEST VICTORY OF THEIR YOUNG LIVES.
JEAN GREY COULD HAVE LIVED TO BECOME A GOD. BUT IT WAS MORE IMPORTANT TO HER THAT SHE DIE... A HUMAN.

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# X-MEN

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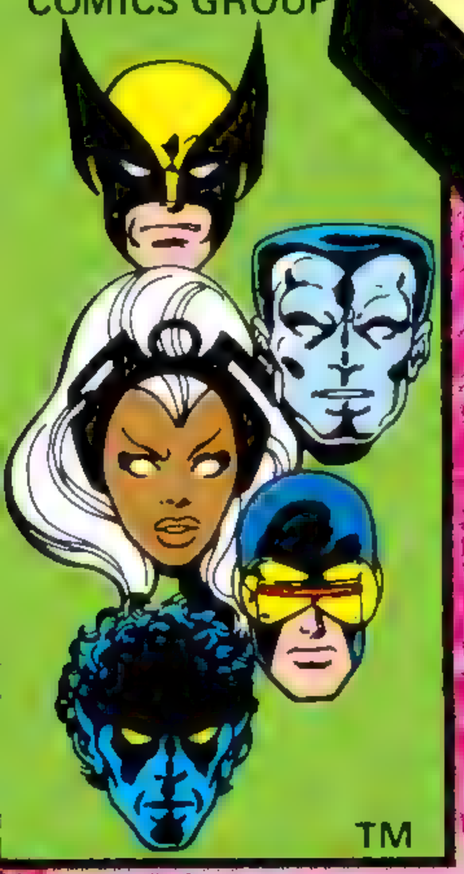

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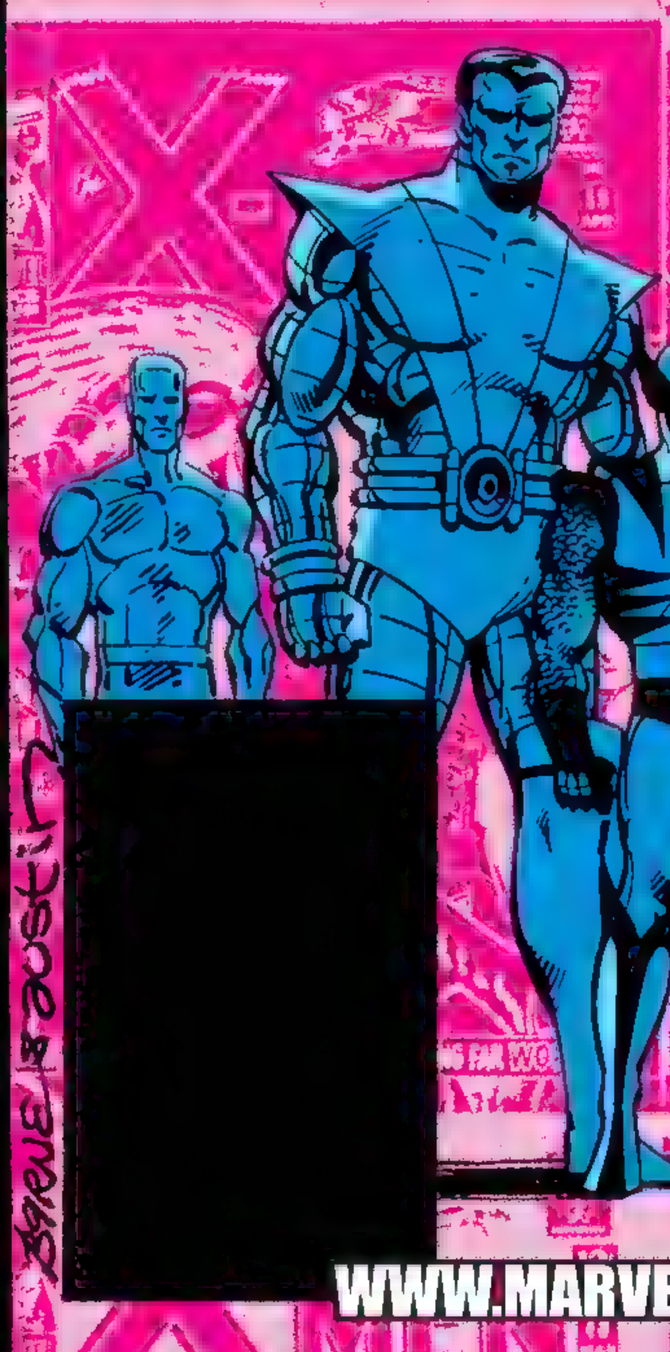
ALL NEW!

The X-MEN FEATURING:

THE DEATH OF PROFESSOR X



EXIT CYCLOPS!

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™

## Elegy

"ALL MY LIFE, IT SEEMED THAT -- EVERY TIME I TURNED AROUND -- I WAS LOSING PEOPLE I LOVED: MY FOLKS, MY BROTHER ALEX, THE FEW FRIENDS I MADE AT THE ORPHANAGE. EACH TIME, THE LOSS HURT.

"LOSING YOU WAS THE LOSS I COULDN'T TAKE.

"JEAN, YOU'RE EVERYTHING TO ME -- AS NECESSARY AS THE AIR I BREATHE..."

I SAID THOSE WORDS, NOT LONG AGO, TO A WOMAN I LOVED MORE THAN MY OWN LIFE.

NOW I STAND OVER HER *GRAVE.*

JEAN GREY
1956 · 1980

HER NAME IS *JEAN GREY.* MINE IS *SCOTT SUMMERS.* THIS IS OUR STORY.

CHRIS CLAREMONT & JOHN BYRNE | TERRY AUSTIN
writer / co-plotters / penciler | inker

TOM ORZECHOWSKI | GLYNIS WEIN | LOUISE JONES | JIM SHOOTER
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A WEEK AGO, WE TALKED OF MARRIAGE, OF BUILDING A HOME, A FAMILY, A LIFE TOGETHER. AFTER ALL THESE YEARS, YOU'D THINK WE'D HAVE KNOWN BETTER...

BECAUSE WE WERE ***X-MEN***-- MUTANT SUPER-HEROES. WE HAD TO LEARN THE HARD WAY WHAT A HIGH-RISK OCCUPATION THAT COULD BE.

LIFE SEEMED SIMPLER IN THE BEGINNING. XAVIER ESTABLISHED HIS ***SCHOOL FOR GIFTED YOUNGSTERS*** TO SEEK OUT MUTANTS AND TRAIN THEM IN THE USE OF THEIR POWERS.

HE WANTED TO FORGE US INTO A FORCE FOR ***GOOD*** IN THE WORLD. ***I*** WAS THE FIRST X-MAN-- A RUNAWAY ORPHAN WITH ***OPTIC FORCE BLASTS*** THAT COULD ONLY BE CONTROLLED WITH THE AID OF A SPECIAL ***RUBY QUARTZ*** VISOR OR GLASSES.

I WAS SOON JOINED BY ***HANK McCOY***-- CALLED THE ***BEAST***, BECAUSE OF HIS SUPERHUMAN AGILITY AND DEXTERITY...

...***WARREN WORTHINGTON, III***-- CALLED ***ANGEL***, THANKS TO HIS WINGS...

...AND ***BOBBY DRAKE***-- ***ICEMAN***, FOR OBVIOUS REASONS.

FINALLY, THERE WAS ***JEAN GREY***-- ***MARVEL GIRL***. SHE WAS A ***TELEKINETIC***, ABLE TO MOVE SOLID OBJECTS SOLELY BY THE POWER OF HER OWN MIND.

A ***REDHEAD!*** LOOK AT THAT FACE... AND THE ***REST*** OF HER!

ALL OF A SUDDEN, I'M IN NO HURRY TO GRADUATE FROM THIS PLACE.

A GIRL... ***BIG DEAL!***

WITHIN HOURS OF JEAN'S ARRIVAL, WE EMBARKED ON OUR FIRST MISSION-- AGAINST A MAN WHO WAS TO BECOME OUR DEADLIEST FOE: ***MAGNETO***, MUTANT MASTER OF MAGNETISM!

***FOOLS!*** I CAN DEFEAT ***ANY*** FOE... NO MATTER ***HOW*** SUPER-HUMAN HE MAY BE!

ALTHOUGH WE WERE UNABLE TO STOP HIM, WE FORCED MAGNETO TO ABANDON HIS ASSAULT ON THE CAPE CITADEL MISSILE BASE.

OUR BAPTISM OF FIRE HAD LASTED LESS THAN FIFTEEN MINUTES, AND WE'D EMERGED UNSCATHED, AND VICTORIOUS!

IT SEEMED SO EASY, ALMOST LIKE A GAME.

WE THOUGHT WE WERE PRETTY HOT STUFF-- UNTIL WE FOUGHT THE *VANISHER*. FOR ALL OUR VAUNTED PROWESS, IT STILL TOOK PROFESSOR X'S PSI-POWERS TO DEFEAT HIM.

GOOD AS WE WERE, WE STILL HAD A *LOT* TO LEARN.

AS TIME PASSED, I BECAME INCREASINGLY ATTRACTED TO JEAN-- YET I SAID NOTHING, DID NOTHING. I'D BEEN HURT TOO OFTEN, TOO DEEPLY, IN THE STATE ORPHANAGE WHERE I GREW UP. I WAS DETERMINED NOT TO BE HURT AGAIN.

ALSO, I FELT I HAD NO RIGHT TO LOVE *ANYONE* SO LONG AS MY OPTIC BLASTS REMAINED UNCONTROLLABLE.

THEN, MAGNETO RE-APPEARED.

THIS TIME, HE WASN'T ALONE. TOGETHER WITH QUICKSILVER, THE SCARLET WITCH, MASTER-MIND AND THE TOAD, HE FORMED A *BROTHERHOOD OF EVIL MUTANTS*.

THEY TRIED TO OVERTHROW THE SOUTH AMERICAN REPUBLIC OF SAN MARCO. WE STOPPED THEM, BUT OURS WAS A *PYRRHIC* VICTORY.

THE BATTLE LEFT THE PROFESSOR BADLY INJURED, HIS PSI-ABILITIES APPARENTLY *GONE*. WHEN MAGNETO AMBUSHED US IN NEW YORK, WE WERE ON OUR OWN FOR THE FIRST TIME.

THAT FIGHT RAGED FROM THE LEXINGTON AVENUE SUBWAY, THROUGH GRAND CENTRAL STATION, WHERE ANGEL WAS CAPTURED--

--TO *ASTEROID M*, MAGNETO'S ORBITING HEADQUARTERS. AGAIN, AS THEY HAD BEFORE, QUICKSILVER AND HIS SISTER SURREPTITIOUSLY *HELPED* US. THEY WERE TORN BY CONFLICTING LOYALTIES.

THEY OWED MAGNETO THEIR LIVES, YET IN THEIR HEARTS, THEY *HATED* WHAT HE MADE THEM DO.

MONTHS LATER, THEY LEFT MAGNETO TO BECOME HONORED MEMBERS OF THE *AVENGERS*.

WE RESCUED ANGEL, DESTROYED ASTEROID M, AND RETURNED TO EARTH RELATIVELY UNSCATHED. IN RETROSPECT, I MARVEL AT OUR LUCK.

MAGNETO, OF COURSE, *ESCAPED*.

BACK HOME, WE LEARNED THAT THE PROFESSOR WAS ***FINE***. HIS INJURIES--THE LOSS OF HIS MUTANT POWER-- HAD BEEN A ***SHAM***, OUR FIGHT WITH MAGNETO A SORT OF ***GRADUATION EXERCISE***. XAVIER WANTED TO SEE HOW WELL THE X-MEN FUNCTIONED WITHOUT HIS CONSTANT AID; WE SHOWED HIM, AND THEREBY PASSED WITH FLYING COLORS.

AFTER SHOWING ME ***CEREBRO*** -- A SOPHISTICATED COMPUTER SYSTEM DESIGNED TO LOCATE NEW MUTANTS --

AT THE TIME, NONE OF US THOUGHT TO CONSIDER OUR FATE-- HAD WE ***FAILED***.

--THE PROFESSOR ANNOUNCED THAT HE WAS LEAVING US FOR AWHILE, TO PURSUE VARIOUS UNFINISHED PROJECTS. HE DIDN'T TELL US WHAT THEY WERE, AND, BEING GOOD STUDENTS AND LOYAL X-MEN, WE DIDN'T PRY.

HE NAMED ***ME*** TO TAKE HIS PLACE.

...HERE I SIT... ***ALONE!*** NOW, FOR THE FIRST TIME, I REALIZE HOW IT MUST HAVE BEEN FOR THE PROFESSOR ALL THESE LONG MONTHS-- ALWAYS APART, ALWAYS ALONE...

THE X-MEN HAD BEEN TOGETHER OVER A YEAR, AND MY ATTRACTION FOR JEAN WAS FAST GROWING INTO ***LOVE***. I DIDN'T KNOW THEN THAT SHE FELT THE SAME WAY ABOUT ME.

DESPITE HIS PLAYBOY FACADE, WARREN CARED FOR HER, TOO. IT HURT DEEPER THAN HE EVER LET ON WHEN HE FINALLY DISCOVERED THAT JEAN LOVED ME, AND NOT HIM.

I'D NEVER BEEN IN LOVE BEFORE. I DIDN'T KNOW HOW TO HANDLE IT.

SO I TOOK REFUGE IN MY JOB, TRYING TO MAKE MYSELF AS EMOTIONLESS AS CEREBRO.

YET WHEN WE TRAVELLED TO THE ***SAVAGE LAND***, A FREAK PREHISTORIC WILDERNESS HIDDEN IN THE ANTARCTIC ICECAP--AND MET ***KA-ZAR*** FOR THE FIRST TIME, AND I SAW JEAN ABOUT TO BE SACRIFICED TO A TYRANNOSAURUS REX...

... I REALIZED THAT SHE WAS THE MOST ***IMPORTANT*** THING IN MY LIFE.

I COULDN'T-- I ***WOULDN'T***-- LOSE HER.

MAGNETO WAS NEVER ONE TO SUFFER DEFEAT LIGHTLY. EACH SETBACK MERELY STRENGTHENED HIS DETERMINATION TO DESTROY US. FINALLY, HE CONTACTED A MYSTERIOUS BEING WHO CALLED HIMSELF THE "*STRANGER*" AND TRIED TO ENLIST HIS AID...

... ONLY TO DISCOVER THAT HE'D BITTEN OFF FAR MORE THAN HE COULD CHEW. BOTH HE AND PROFESSOR X ASSUMED THE STRANGER TO BE A MUTANT. THEY WERE WRONG.

HE WAS AN *ALIEN.*

HE TOOK MAGNETO AND THE TOAD WITH HIM TO HIS HOME AMONG THE STARS. HE SAID THEY WOULD NEVER RETURN.

I CAN'T SAY I WAS SORRY TO SEE THEM GO.

BUT IF WE THOUGHT OUR LIVES WOULD GET ANY EASIER WITH MAGNETO'S ABRUPT DEPARTURE, WE WERE SOON RUDELY DISILLUSIONED. ALMOST IMMEDIATELY, CEREBRO'S MUTANT ALARM HERALDED THE ARRIVAL OF A FOE WHOSE RAW POWER AND FEROCITY WERE AS AWESOME AS HIS *HATE.*

HIS NAME WAS *CAIN MARKO.* HE WAS PROFESSOR XAVIER'S HALF-BROTHER.

WE CAME TO KNOW HIM BETTER AS-- **JUGGERNAUT!**

WE THREW EVERYTHING WE HAD AT HIM. NOTHING WORKED. AFTER A DESPERATE FIGHT, ANGEL, WITH THE AID OF THE *HUMAN TORCH,* MANAGED TO REMOVE MARKO'S HELMET, THEREBY RENDERING JUGGERNAUT VULNERABLE TO THE PROFESSOR'S TELEPATHIC ATTACK.

WE'D SURVIVED, WE'D TRIUMPHED, BY THE SKIN OF OUR TEETH. WE DIDN'T KNOW THAT THERE WAS FAR *WORSE* YET TO COME.

AN ANTHROPOLOGIST NAMED ***BOLIVAR TRASK*** SPOKE OUT AGAINST THE "*MUTANT MENACE*", AND, SEEMINGLY OVERNIGHT, THE X-MEN BECAME VIRTUAL PUBLIC ENEMIES. TRASK HAD CREATED GIANT ROBOTIC ***SENTINELS*** TO COMBAT THIS "*MENACE*", BUT THINGS QUICKLY GOT OUT OF HAND. INSTEAD OF PROTECTING HUMANITY, THE SENTINELS -- LED BY THEIR ***MASTER MOLD*** -- SET OUT TO CONQUER IT.

TRASK SACRIFICED HIS LIFE TO DESTROY HIS REBELLIOUS CREATIONS--AND THAT EPIC BATTLE ALMOST KILLED ***ICEMAN*** AS WELL.

LOOKING BACK ON THOSE DAYS, IT SEEMS LIKE WE WERE CONSTANTLY FIGHTING SOME NEW MUTANT MENACE OR SUPER-VILLAIN.

NO MATTER HOW HARD WE TRIED TO LIVE OUR OWN LIVES, BEING AN X-MAN ALWAYS SEEMED TO TAKE PRECEDENCE. I DIDN'T MIND, THEN. PERHAPS I SHOULD HAVE.

JEAN WAS AN UNDERGRADUATE STUDENT AT METRO UNIVERSITY. I WAS DESPERATELY AFRAID OF LOSING HER, YET TERRIFIED OF TELLING HER SO. THE NIGHT OF BOBBY'S 18th BIRTHDAY, I RESOLVED TO LET HER KNOW HOW I FELT. I THINK I'D HAVE RATHER FACED JUGGERNAUT SINGLE-HANDED.

A ***SURPRISE PARTY*** -- IN GREENWICH VILLAGE! HOW LUCKY CAN A GUY ***BE?!***

HEADS UP, GROUP! WARREN'S HERE!

AND LOOK AT THE GAL HE BROUGHT WITH HIM!

HI, CREW! I WANT YOU TO MEET A VERY GOOD FRIEND OF MINE -- ***CANDY SOUTHERN!***

I'M VERY GLAD TO MEET ALL OF YOU!

IT WAS A BEAUTIFUL EVENING, PERFECT FOR A LOVERS' STROLL THROUGH CENTRAL PARK. WE MUST HAVE WALKED AND TALKED FOR HOURS.

I DON'T REMEMBER MUCH OF MY CHILDHOOD, EXCEPT IN... NIGHTMARES. I USED TO HAVE A LOT OF THEM. I'D BE FALLING THROUGH FLAMES; I'D SEE FACES -- A MAN, A WOMAN, MY FOLKS I GUESS. I'LL NEVER KNOW FOR SURE.

I WAS IN THE HOSPITAL FOR OVER A YEAR, AFTER I WAS FOUND. THE DOCTORS SAID I SUFFERED SOME BRAIN DAMAGE. THAT ACCOUNTS FOR MY AMNESIA, AND, THE PROFESSOR THINKS, FOR WHY I CAN'T CONTROL MY OPTIC BLASTS.

I WAS NEVER ADOPTED. THE ORPHANAGE WAS THE ONLY HOME I KNEW... UNTIL I RAN AWAY, SAYING ALL THIS ISN'T EASY, JEAN... I...

I... LOVE YOU. I'VE LOVED YOU FROM THE MOMENT I SET EYES ON YOU.

AND I, YOU, SCOTT, WITH ALL MY HEART!

THAT SAME NIGHT, THE PROFESSOR WAS KIDNAPPED BY A GROUP OF DEADLY VILLAINS CALLING THEMSELVES *FACTOR 3*. THEY WERE THE UNWITTING PAWNS OF THEIR LEADER, "MUTANT MASTER," WHO TURNED OUT TO BE A "BUG-EYED MONSTER" FROM A PLANET IN THE SIRIUS SYSTEM.

WHILE WE SEARCHED FOR THE PROFESSOR WE FACED A NUMBER OF THREATS THAT HAD NOTHING TO DO WITH HIS KID-NAPPING.

IN THE END WE TRIUMPHED OVER THEM ALL. "MUTANT MASTER" WAS DEFEATED AND THE PROFESSOR WAS RETURNED HOME, SAFE AND SOUND.

SOMETHING OF A TREAT AWAITED US AT HOME -- COURTESY OF THE PROFESSOR AND JEAN -- NEW UNIFORMS!

"THE X-MEN ARE SCARCELY **CHILDREN** ANYMORE!" XAVIER TOLD US. "THEY'VE EACH PROVED THEMSELVES A **HUNDRED** TIMES.

"IT'S TIME THEY LOOKED LIKE **INDIVIDUALS** -- NOT PRODUCTS OF AN **ASSEMBLY LINE!**"

IN A SENSE, OUR NEW COSTUMES ***DID*** MARK OUR COMING OF AGE. CERTAINLY IT MARKED THE BEGINNING OF A ***GRIM*** CHAPTER IN OUR HISTORY.

IN THE SUBWAYS BENEATH MANHATTAN, WE FACED A SUBTERRANEAN POWER-HOUSE NAMED ***GROTESK***.

HE WAS THE LAST SURVIVOR OF A RACE EXTERMINATED BY RADIATION FROM NUCLEAR TESTS. HE WISHED TO PAY HUMANITY BACK IN KIND. WE STOPPED HIM, BUT IT COST US FAR MORE THAN WE'D EXPECTED...

***PROFESSOR CHARLES XAVIER.***

WITH THE PROFESSOR'S DEATH, THE HEAD AND HEART AND SOUL OF THE X-MEN HAD BEEN DESTROYED. WE WOULD LEARN TO LIVE WITH OUR LOSS, BUT NOTHING WOULD EVER BE QUITE THE SAME FOR US AGAIN. AT THE GOVERNMENT'S REQUEST, THE TEAM SPLIT UP.

BOBBY DRAKE ENDED UP IN SAN FRANCISCO, WHERE HE MET A LOVELY YOUNG LADY NAMED ***LORNA DANE***.

HER GREEN HAIR MARKED HER AS A MUTANT...

... BUT WHAT KIND -- AND HOW POWERFUL -- A MUTANT WE DIDN'T LEARN UNTIL SHE WAS SUBJECTED TO MESMERO'S MUTANT ENERGY STIMULATOR. SHE EMERGED AS ***POLARIS***, MISTRESS OF MAGNETISM --

--DAUGHTER OF ***MAGNETO!***

THIS LAST PROVED TO BE A VICIOUS DECEPTION. MAGNETO -- WHO HAD PREVIOUSLY ESCAPED FROM THE STRANGER'S WORLD -- WAS ***NOT*** LORNA'S FATHER...

...HE MERELY ***CLAIMED*** TO BE, IN ORDER TO ENTICE HER INTO JOINING HIS CAUSE. HE FAILED.

FBI EDICT OR NO, WE BEGAN TO DRIFT BACK TOGETHER. SEPARATING THE X-MEN HADN'T REALLY WORKED OUT. IT MERELY PROVED WHAT WE ALREADY KNEW, THAT THE WHOLE OF THE TEAM WAS GREATER THAN THE SUM OF THE PARTS.

WE WERE MORE THAN A SIMPLE FIGHTING TEAM. THE X-MEN WERE A *FAMILY*. IN MY CASE, THE ONLY FAMILY I HAD--

-- SAVE FOR MY YOUNGER BROTHER, *ALEX*.

LANDON COLLEGE CLASS of M

I INTRODUCED THE X-MEN TO HIM--AND HIM TO THEM--THE DAY HE GRADUATED FROM LANDON COLLEGE.

WE'D BEEN SEPARATED IN THE ORPHANAGE-- HE'D BEEN ADOPTED WHILE I'D BEEN IN THE HOSPITAL, IN A COMA. PROFESSOR X HELPED ME TRACK HIM DOWN, AND WE'D STAYED IN CLOSE TOUCH EVER SINCE. I KNEW HE WAS A MUTANT, BUT--AS WITH LORNA-- WE DIDN'T DISCOVER THE NATURE AND EXTENT OF HIS POWERS...

...UNTIL HE WAS KIDNAPPED BY THE *LIVING PHARAOH*.

THE TWO WERE *SYMBIOTES*, EACH DRAWING POWER FROM COSMIC RAYS AND FROM EACH OTHER.

AS ALEX'S ABILITY WAXED, THE PHARAOH'S WANED-- AND VICE VERSA. A FULL CHARGE TRANSFORMED THAT EGYPTIAN MADMAN INTO THE *LIVING MONOLITH*.

BUT WHEN HE WAS DEFEATED, ALL THAT RAW ENERGY FLOWED INTO ALEX. AND WHAT I FEARED MOST CAME TO PASS.

HE COULDN'T CONTROL IT.

IN HIS OWN WAY, HE WAS AS POTENTIALLY DANGEROUS AS I. UNABLE TO COPE WITH THAT DREAD REALIZATION--AND, TO BE HONEST, I CAN'T SAY I BLAME HIM-- HE FLED FROM THE X-MEN... RIGHT INTO THE ARMS OF A *SENTINEL*.

BOLIVAR TRASK, IT TURNED OUT, HAD A SON, ***LARRY***, WHO THOUGHT THE X-MEN HAD KILLED HIS FATHER AND WHO MEANT TO PICK UP WHERE BOLIVAR LEFT OFF. WE FOUND WE COULDN'T OUT-FIGHT THESE SENTINELS. FORTUNATELY, I MANAGED TO ***OUT-THINK*** THEM. I CONVINCED THEM THAT SINCE ALL LIFE ON EARTH IS THE RESULT OF ONGOING NATURAL GENETIC MUTATION, THEY COULD ONLY FULFILL THEIR PRIME DIRECTIVE BY ATTEMPTING TO NEUTRALIZE THE ***SOURCE*** OF THAT MUTATION -- NAMELY, THE ***SUN***.

EXIT THE SENTINELS. GOOD RIDDANCE.

BUT WE'D SUFFERED A CASUALTY... ALEX. WE RUSHED HIM TO A COLLEAGUE OF THE PROFESSOR'S, ***DR. KARL LYKOS***... NOT ONE OF OUR BRIGHTER MOVES. LYKOS, UNFORTUNATELY, WAS A NON-MUTANT VARIENT WHO EXISTED BY ABSORBING THE LIFE FORCE FROM OTHER BEINGS. DOING THAT TO ALEX...

...TRANSFORMED LYKOS INTO ***SAURON*** -- A HUMANOID PTERODACTYL WITH HYPNOTIC/ILLUSION POWERS THAT PUT BOTH MESMERO AND MASTERMIND TO SHAME.

LYKOS WAS A DRIVEN, TORMENTED SOUL, BUT BASICALLY A GOOD MAN. HE WANTED ONLY TO BE WORTHY OF ***TANYA ANDERSSEN***, THE WOMAN HE LOVED. SAURON, THOUGH, WAS A CREATURE OF ***PURE EVIL***.

WE FOUGHT HIM IN NEW YORK, AND FOLLOWED HIM WHEN HE FLED TO HIS HOME IN ***TIERRA DEL FUEGO***.

KARL!!

THERE, RATHER THAN SURVIVE BY KILLING TANYA, LYKOS TOOK HIS OWN LIFE.

OUR UNSUCCESSFUL QUEST TO RECOVER LYKOS' BODY LED TO KA-ZAR'S SAVAGE LAND, AND YET ANOTHER CONFRONTATION WITH MAGNETO.

HE FOUGHT HARD, AS USUAL. HE LOST.

NO SOONER HAD WE RETURNED HOME THAN WE FACED YET ANOTHER MUTANT THREAT, A JAPANESE YOUTH: ***SHIRO YASHIDA -- SUNFIRE!***

HE WASN'T EVIL, MERELY MISGUIDED -- BUT IT TOOK THE VIOLENT DEATH OF HIS FATHER TO SHOW HIM THE ERROR OF HIS WAYS.

WE WERE DOG-TIRED, AND IN NO CONDITION... MENTALLY OR PHYSICALLY... FOR THE SURPRISE AWAITING US AT THE MANSION: PROFESSOR XAVIER... *ALIVE!*

GROTESK HAD MURDERED A MUTANT SHAPE-CHANGER--THE *CHANGELING*--WHO HAD TAKEN THE PROFESSOR'S PLACE, WHILE HE WORKED ON A SUPER-SECRET PROJECT. XAVIER SAID IT WAS A *NECESSARY* DECEPTION.

I THOUGHT IT *CRUEL.*

I WONDERED. ALL THE PAIN, THE GRIEF WE SUFFERED-- IT HAD ALL BEEN FOR *NOTHING.*

BUT I SAID NOTHING AS WE PREPARED TO DEFEND EARTH AGAINST THE *Z'NOX*, A RACE OF INTERSTELLAR FREE-BOOTERS. USING HIS MENTAL POWERS TO THEIR UTMOST, THE PROFESSOR DROVE THEM AWAY...

...AND THEREBY, UNKNOWINGLY, SET IN MOTION A COSMIC *TRAGEDY.*

CONSIDERING THE CIRCUMSTANCES, WHAT ALTERNATIVE DID HE HAVE? GOOD OR BAD, HE DID WHAT HE THOUGHT BEST.

AS HANK DID WHEN HE LEFT THE X-MEN SOON AFTER THAT TO GO TO WORK FOR THE BRAND CORPORATION.

SOMETHING HAPPENED TO HIM THERE-- HE STILL WON'T SPEAK OF IT. HE MUTATED PHYSICALLY, FROM A PERSON WITH THE *ABILITY* OF A BEAST, TO ONE WITH THE *LOOK* OF A BEAST AS WELL.

EVEN NOW, HE'S HIDING HIS TRUE FEATURES UNDER A MASK OF HIS OLD FACE.

SINCE THEN, HE QUIT BRAND AND JOINED THE AVENGERS. I HOPE HE'S *HAPPY* WITH THEM. HE DESERVES IT. WE *ALL* DO.

TIME PASSED, AND AN UNEXPECTED EMERGENCY FORCED THE PROFESSOR TO RECRUIT *NEW* X-MEN. HE FOUND:

*KURT WAGNER--NIGHTCRAWLER*-- AGILE AS THE BEAST AND POSSESSING THE ABILITY TO TELEPORT. *ORORO--STORM*-- AN ELEMENTAL, ABLE TO CONTROL THE WEATHER. *PETER RASPUTIN--COLOSSUS*-- ABLE TO TRANSFORM HIS BODY INTO NEAR-INVULNERABLE ORGANIC STEEL. *JOHN PROUDSTAR--THUNDERBIRD*-- FAST, STRONG, AGILE, A SUPER-TRACKER.

*WOLVERINE*-- WITH THE HYPER-SENSES OF AN ANIMAL, PLUS AN UNBREAKABLE ADAMANTIUM SKELETON AND CLAWS. *SEAN CASSIDY--BANSHEE*-- MASTER OF THE SONIC SCREAM. AND *SUNFIRE*-- ABLE TO GENERATE NUCLEAR FIREBOLTS.

THE *NEW* TEAM'S FIRST MISSION WAS TO RESCUE THE OLD FROM THE CLUTCHES OF A LIVING ISLAND--

--A MUTANT COLONY CREATURE THAT CALLED ITSELF *KRAKOA*.

COMBINING THE POWERS OF MYSELF, ALEX, STORM AND POLARIS, WE MANAGED TO SEVER THE GRAVIMETRIC LINES OF FORCE BENEATH THE ISLAND. FOR A MOMENT, GRAVITY THERE CEASED TO EXIST.

MOTHER NATURE DID THE REST.

CENTRIFUGAL FORCE RIPPED KRAKOA OUT OF THE SEABED AND HURLED IT INTO SPACE.

ENTER THE NEW X-MEN, *EXIT* THE OLD. THEY DECIDED THAT THE TIME HAD COME TO LEAVE, TO FINALLY BEGIN TO LIVE THEIR OWN LIVES. JEAN LEFT WITH THEM.

I STAYED. I LOVED JEAN. BUT I HAD NO LIFE -- NO PURPOSE -- OUTSIDE THE X-MEN -- HERE I FELT I WAS NEEDED. SHE UNDERSTOOD, AND FOR THAT I LOVED HER ALL THE MORE.

I HAD A MONTH TO TRAIN THESE NEOPHYTE X-MEN BEFORE OUR FIRST BATTLE -- WITH COUNT NEFARIA AND HIS ANI-MEN. THIS TEAM DIDN'T MESH AS WELL AS THE OLD. IT WAS OLDER, MORE EXPERIENCED, ITS MEMBERS MORE USED TO WORKING ***SOLO*** THAN AS A UNIT.

IN THE PAST, THE X-MEN HAD OFTEN MADE UP WITH LUCK WHAT WE LACKED IN EXPERIENCE, OR SKILL. THAT FATEFUL DAY, IN THE SKY ABOVE VALHALLA MOUNTAIN, OUR LUCK FINALLY ***RAN OUT***.

DEFEATED, NEFARIA TRIED TO ESCAPE IN A STOLEN FIGHTER. THUNDERBIRD AND BANSHEE WENT AFTER HIM. THE PLANE BLEW UP, AND CRASHED. THUNDERBIRD DIDN'T SURVIVE.

IS THAT WHEN I BEGAN TO QUESTION -- TOO LITTLE, TOO LATE?

DID IT TAKE THUNDER-BIRD'S ***DEATH*** TO MAKE ME REALIZE THE TRUE COST OF A MISTAKE?

I KEEP REMEMBERING WHAT ORORO ASKED ME NOT LONG AGO -- IF ***THIS*** WAS THE LIFE I IMAGINED FOR MYSELF WHEN I WAS YOUNG?

WAS THIS THE LIFE ***ANY*** OF US IMAGINED FOR OURSELVES?

THINGS WERE RELATIVELY PEACEFUL FOR THE X-MEN AFTER THAT. THE PROFESSOR LEFT ON A VACATION. I SPENT MORE AND MORE TIME WITH JEAN. WE WERE HAPPY, CONTENT.

IT WAS TOO GOOD TO LAST. IT DIDN'T.

*PREPARE TO FACE YOUR **DOOM**, MUTANTS --*

*-- FOR THE **SENTINELS** HAVE **RETURNED!***

I'LL NEVER FORGET THE 72 HOURS THAT FOLLOWED. THESE NEO-SENTINELS WERE THE BRAINCHILD OF A GOVERNMENT WACKO NAMED ***STEVEN LANG***. WE FOUGHT HIM IN AN ABANDONED AMERICAN SPACE STATION, AND WON. BUT DURING RE-ENTRY, WE WERE CAUGHT IN A ***SOLAR FLARE***.

THE FLARE -- THE RADIATION -- IT'S STARTING TO *GET THROUGH!*

**SCOTT!**

EVERYONE BUT JEAN WAS IN THE SHUTTLE'S SHIELDED ANTI-RADIATION CELL. SHE WAS ON THE UNPROTECTED FLIGHT DECK, PILOTING THE SPACE-CRAFT. SHE USED HER TELEKINETIC POWER TO BLOCK THE SOLAR RADIATION AS LONG AS POSSIBLE. BUT EVEN SHE COULDN'T HOLD OUT INDEFIN

WE ALL THOUGHT SHE'D DIED. CERTAINLY NOTHING EVEN REMOTELY ***HUMAN*** COULD HAVE SURVIVED.

NOTHING REMOTELY HUMAN ***DID.***

*HEAR ME, X-MEN!*

NO LONGER AM I THE WOMAN YOU *KNEW!*

I AM *FIRE!* AND *LIFE INCARNATE!* NOW AND FOREVER --

-- I AM **phœnix!**

PART OF ME WISHES JEAN HAD... DIED IN THAT CRASH. AND YET... I WOULDN'T HAVE MISSED THIS LAST MONTH -- OUR LAST WEEKS TOGETHER -- FOR THE WORLD.

XAVIER SENT THE X-MEN TO IRELAND FOR A VACATION -- WHILE I STAYED WITH JEAN IN NEW YORK. SOME VACA-TION. FIRST THEY FOUGHT JUGGERNAUT AND HIS NEW PARTNER -- BANSHEE'S VILLAINOUS COUSIN, ***BLACK TOM CASSIDY*** -- AND THEN MAGNETO.

AT THE SAME TIME, WE SOMEHOW GOT CAUGHT UP IN AN INTERSTELLAR CIVIL WAR. XAVIER HAD BEEN CONTACTED BY AN ALIEN PRINCESS, ***LILANDRA***. ONE LOOK AND HE WAS HEAD OVER HEELS IN LOVE WITH HER, AND SHE WITH HIM.

INCREDIBLE.

HER BROTHER, EMPEROR OF THE SHI'AR, HAD LEARNED OF AN ANCIENT FORCE, KNOWN ONLY AS "*THE END OF ALL THAT IS.*" HE MEANT TO MASTER IT. LILANDRA MEANT TO ***STOP*** HIM. THAT LED TO THE X-MEN'S INITIAL CONFRONTATION WITH THE ***IMPERIAL GUARD***.

TOO LATE, WE DISCOVERED THAT THIS ANCIENT "*FORCE*" WAS A ***NEUTRON GALAXY***. ONCE UNLEASHED, IT COULD NEVER BE RESTRAINED--AND ITS MIND-BOGGLING POWER WOULD DESTROY THE ENTIRE ***UNIVERSE!***

WE--HECK, ***EVERYTHING***--WOULD HAVE PERISHED THAT DAY IF NOT FOR ***JEAN***.

THE NEUTRON GALAXY WAS BOUND WITHIN A LATTICE OF LIVING ANTI-ENERGY. THANKS TO THE EMPEROR'S MEDDLING, THAT LATTICE WAS UNRAVELLING.

PHOENIX--WITH THE SPIRITUAL SUPPORT OF THE X-MEN--KNITTED THAT LATTICE BACK TOGETHER AGAIN.

PHOENIX SAVED THE UNIVERSE. HOW PROSAIC THAT SOUNDS. HOW... ***INADEQUATE***. WORDS CAN'T DESCRIBE WHAT JEAN DID.

OR HOW I FEEL.

WHAT DO YOU SAY, WHAT DO YOU ***DO***, WHEN THE WOMAN YOU LOVE BECOMES... SUPREMELY POWERFUL? WHAT DO YOU DO WHEN SHE... ***DIES***?

AFTER THAT, WE ALL TRIED OUR BEST TO PUT OUR LIVES BACK IN ORDER. IT DIDN'T WORK. FIRST, THE CANADIAN GOVERNMENT--REFUSING TO ACCEPT WOLVERINE'S RESIGNATION FROM THEIR SECRET SERVICE--

--SENT ***VINDICATOR*** TO BRING HIM HOME.

THEN, MESMERO--WITH SURPRISING, DISCONCERTING EASE--CAPTURED US AND TURNED US INTO CARNIVAL FREAKS. WE'D PROBABLY BE THERE STILL...

... IF THE BEAST HADN'T COME LOOKING FOR US. HE RISKED HIS LIFE AND SANITY BUSTING US FREE.

UNFORTUNATELY, THINGS QUICKLY WENT FROM BAD TO WORSE. OUR NEXT FOE WAS MAGNETO. HE BEAT US HANDS DOWN. WE REFUSED TO GIVE UP, THOUGH. AND THE RESULTANT BATTLE-ROYAL PRETTY MUCH TRASHED HIS ANTARCTIC BASE, BURIED IN THE HEART OF A LIVE VOLCANO.

BUT IN THE CONFUSION, WE BECAME SEPARATED. JEAN AND HANK MADE IT TO THE SURFACE, WHILE THE REST OF US TUNNELED OUR WAY INTO THE SAVAGE LAND. EACH GROUP THOUGHT THE OTHER DEAD.

FOR HANK, I GRIEVED. BUT FOR JEAN...

...I FELT *NOTHING.*

I WAS *NUMB*, HURT SO DEEPLY THAT I DARED NOT LET MYSELF FEEL IT.

AT THE TIME, I -- AND SOME X-MEN -- THOUGHT IT WAS BECAUSE I DIDN'T CARE.

WE WENT ON FROM THERE... BECAUSE WE HAD TO --

--EACH OF US DEALING WITH OUR LOSS IN HIS OWN WAY WE HELPED KA-ZAR SAVE THE SAVAGE LAND, HELPED SUNFIRE SAVE JAPAN, AND ENDED UP IN A CRAZY DONNYBROOK IN CALGARY WITH A CANADIAN SUPER-HERO GROUP CALLED *ALPHA FLIGHT.*

WE RETURNED TO NEW YORK TO FIND THE MANSION CLOSED, THE PROFESSOR GONE -- ALL WITHOUT EXPLANATION.

TO EASE HIS GRIEF OVER OUR SUPPOSED "*DEATH*," LILANDRA HAD INVITED HIM TO ACCOMPANY HER TO HER HOMEWORLD, AS HER IMPERIAL CONSORT. FEELING THAT THERE WAS NOTHING LEFT TO REALLY HOLD HIM TO THE EARTH, XAVIER *ACCEPTED.*

IN NO TIME AT ALL, WE WERE FIGHTING FOR OUR LIVES IN *MURDERWORLD* -- AN ASSASSINATION AMUSEMENT PARK RUN BY A NUTCASE KILLER-FOR-HIRE NAMED *ARCADE.*

SIMULTANEOUSLY, IN SCOTLAND, JEAN WAS BECOMING INVOLVED WITH *JASON WYNGARDE* (HIS REAL NAME, IRONICALLY ENOUGH) -- A MAN THE X-MEN KNEW FAR BETTER AS *MASTERMIND.*

HE'D HOOKED UP WITH AN OUTFIT CALLED THE *HELLFIRE CLUB.* THEY MEANT TO RULE THE WORLD. THEY SAW THE X-MEN -- AND ESPECIALLY JEAN -- AS A MEANS TO ACHIEVING THAT END.

BUT MASTERMIND HAD MADE A *FATAL* MISCALCULATION. HE ASSUMED THAT PHOENIX WAS MERELY MARVEL GIRL WITH A DIFFERENT NAME AND FLASHIER COSTUME.

SHE WASN'T.

IT WAS INCREASINGLY EVIDENT TO JEAN -- AND TO ***MOIRA MacTAGGERT,*** XAVIER'S LONG-TIME COLLEAGUE IN MUTANT RESEARCH -- THAT THERE WAS NO COMPARISON BETWEEN MARVEL GIRL AND PHOENIX.

IT'S EASY TO PLAY "*WHAT IF*" GAMES, TO THINK OF WHAT ***MIGHT*** HAVE BEEN. MOIRA FEARED THAT JEAN'S POWER COULD GET OUT OF CONTROL. SHE MIGHT HAVE FOUND A WAY TO PREVENT THAT...

TOBACCONIST

... HAD HER -- AND OUR -- ATTENTION NOT BEEN DIVERTED BY THE MENACE OF HER SON, ***PROTEUS.***

TO EXIST, HE POSSESSED PEOPLE -- CONSUMING A LIFETIME'S WORTH OF BIO-ENERGY IN A MATTER OF HOURS. HE THOUGHT OF PEOPLE THE WAY WE THINK OF COWS -- AS ***FOOD.*** IF HE HUNGERED FOR A LIFE, HE ***TOOK*** IT.

***HE*** WAS THE KIND OF MUTANT THE X-MEN HAD BEEN FORMED TO COMBAT.

MY ONE REGRET WAS THAT OUR BATTLE WITH PROTEUS WAS TO THE ***DEATH.*** IT WAS NECESSARY, BUT I WISH THERE'D BEEN ANOTHER WAY.

THINGS HAVE A WAY OF ***BALANCING*** OUT, THOUGH. WE'D FOUND A TRULY EVIL MUTANT IN PROTEUS. BUT SOON AFTER THAT WE FOUND A TRULY GOOD ONE -- INDEED, A POTENTIAL X-MAN --

--IN ***KITTY PRYDE.***

SHE'S 13½, CUTE, BRIGHT, SPUNKY -- AND SHE WALKS THROUGH WALLS.

THEN... CAME THE HELLFIRE CLUB. MASTERMIND HAD SUCCEEDED IN SUBVERTING JEAN BY MAKING HER BELIEVE THAT SHE WAS PSYCHICALLY SLIPPING IN TIME, RELIVING AN ANCESTOR'S LIFE. THE WORLD SHE SAW WAS THAT OF *1780,* NOT 1980.

BY THE TIME SHE BROKE HIS CONTROL OVER HER, THE DAMAGE HAD BEEN DONE.

NO LONGER WAS SHE PHOENIX, CHILD OF LIGHT AND LAUGHTER. SHE WAS ***DARK PHOENIX***, THE BLACK ANGEL, CHAOS-BRINGER.

***RAVAGER OF WORLDS.***

AT HER HANDS, AN ENTIRE STAR SYSTEM--FIVE BILLION PEOPLE--DIED. SHE WAS DRIVEN BY NEEDS, DESIRES, PASSIONS THAT NONE OF US CAN COMPREHEND--AFTER ALL, WE'RE ONLY HUMAN. PHOENIX WAS A STEP BEYOND.

BUT... SHE WAS STILL THE WOMAN I LOVED. I HAD TO TRY TO SAVE HER. I TRIED TO TALK HER DOWN. I WAS REACHING HER WHEN PROFESSOR X STEPPED IN. I USED REASON...HE USED ***FORCE***. WHO'S TO SAY WHICH OF US HAD THE ***BETTER*** WAY?

HE AND PHOENIX FACED OFF IN A ***PSI-WAR***. HE WON. JEAN WAS "*CURED*," THE POWER OF THE PHOENIX ONCE MORE UNDER CONTROL. I ASKED HER TO MARRY ME. SHE SAID, YES. HAPPY ENDING.

NOT SO.

ENTER LILANDRA, DETERMINED TO ELIMINATE PHOENIX AS A THREAT ONCE AND FOR ALL.

WHEN HER IMPERIAL GUARD FAILED, JEAN FINISHED THE JOB HERSELF.

SCOTT!

JEAN!

THIS... IS PAIN BEYOND PAIN. I NEVER KNEW A BODY COULD HURT SO MUCH AND STILL... FUNCTION.

I'M NOT SURE I WANT TO CALL THIS "*LIVING*."

HOW ARE YOU BEARING UP, SCOTT? I KNOW HOW MUCH YOU LOVED JEAN, AND SHE YOU. I KNOW HOW HARD ALL THIS MUST BE...

DON'T WORRY ABOUT ME, SIR. I'LL BE FINE. BUT HOW ARE ***YOU?*** AND ***MRS. GREY?***

SURVIVING.

PROFESSOR GREY, I SPEAK FOR ALL SHI'AR WHEN I SAY HOW... SORRY WE ARE AT YOUR DAUGHTER'S DEATH. YOUR GRIEF IS OURS.

THANK YOU, YOUR... MAJESTY. THAT'S VERY KIND.

SO LONG AS I RULE, SO LONG AS SHI'AR ENDURES, JEAN GREY'S NAME AND MEMORY WILL BE

SHE GAVE HER LIFE, THAT THE ***UNIVERSE*** MIGHT LIVE.

PLEASE ACCEPT THIS GIFT. IT IS A HOLEMPATHIC MATRIX CRYSTAL. TOUCH IT, AND YOU WILL NOT ONLY SEE A 3-DIMENSIONAL IMAGE OF JEAN, BUT FEEL THE ESSENCE OF HER PERSONALITY AS WELL. THIS WAY, A PART OF HER WILL BE WITH YOU, ALWAYS.

Th-thank you.

WELL, I GUESS IT'S TIME I SAID GOOD-BYE.

WHY, SCOTT? AREN'T YOU COMING HOME WITH US?

NO, KURT. I'M LEAVING THE X-MEN, PROFESSOR.

SCOTT-- NO!

I EXPECTED AS MUCH. WILL YOU BE BACK?

I DON'T HONESTLY KNOW. I HAVE A LOT TO THINK ABOUT, TO GET STRAIGHT IN MY HEAD. I NEED PEACE AND TIME TO MYSELF FOR THAT-- BOTH OF WHICH ARE IN SHORT SUPPLY WHERE THE X-MEN ARE CONCERNED.

I'LL KEEP IN TOUCH.

I WILL... MISS YOU, SCOTT.

IF... YOU WERE MY SON-- MY OWN FLESH AND BLOOD-- I COULD NOT BE MORE PROUD OF YOU THAN I'VE BEEN THESE PAST DAYS. I WISH YOU WELL.

I'M *ALONE*-- BUT THAT DOESN'T BOTHER ME ANYMORE.

I DON'T KNOW WHERE I'LL GO, WHAT I'LL DO. ONLY ONE THING IS CERTAIN, THAT-- NO MATTER WHAT HAPPENS-- I WON'T CRAWL BACK INTO MY SHELL AGAIN. WITH JEAN, I BECAME FULLY ALIVE-- A WHOLE HUMAN BEING. I INTEND TO *STAY* THAT WAY.

I OWE HER THAT MUCH, AT LEAST.

THE END.

*AT THAT MOMENT, MILES TO THE SOUTH, A TAXI PULLS INTO THE DRIVE OF* ***PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS,*** *ON GRAYMALKIN LANE...*

TAXI

*...OUTSIDE THE WESTCHESTER COUNTY TOWNSHIP OF* ***SALEM CENTER.***

*IT CARRIES A SINGLE PASSENGER, WHO LOOKS AROUND AT THE OLD, VENERABLE MANSION, EXCITED TO BE HERE, WONDERING WHY NO ONE'S COME TO GREET HER...*

TAXI

*... AND WISHING THE BUTTERFLIES IN HER STOMACH WOULD TAKE A HIKE.*

*HER NAME, AS YOU MAY HAVE GUESSED, IS* ***KITTY PRYDE.***

*SHE'S ABOUT TO BECOME THE NEWEST-- AND YOUNGEST-- PUPIL IN CHARLES XAVIER'S SCHOOL.*

*THE X-MEN WILL NEVER BE THE SAME AGAIN!*

*THE BEGINNING.*

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KING-SIZE ANNUAL!
X-MEN
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GUEST-STARRING THE MASTER OF THE MYSTIC ARTS, DOCTOR STRANGE!
BEYOND DANTE'S DARKSOME DOORWAY LIES...
NIGHTCRAWLER'S INFERNO!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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Nightcrawler's INFERNO
HIS NAME IS KURT WAGNER--ALSO KNOWN AS NIGHTCRAWLER.
HE GREW UP IN THE CIRCUS AND, IN THOSE DAYS, ALL HE WANTED OUT OF LIFE WAS TO BECOME THE FINEST TRAPEZE ARTIST IN THE WORLD. THAT DREAM NEVER CAME TO PASS.
WHAT THE--?!?
INSTEAD, HE BECAME A SUPER-HERO, JOINING STORM, COLOSSUS AND WOLVERINE AS ONE OF THE UNCANNY X-MEN. SINCE THAT FATEFUL DAY, HE'S SEEN MORE THAN HIS SHARE OF EXCITEMENT--NOT TO MENTION A FEW OUTRAGEOUS SURPRISES.

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CASE IN POINT:
"Happy birthday to you. Happy birthday to you--
BIRTHDAY NIGHTCRAWLER
"Happy birthday, Kurt Wagner! Happy birthday to you!"
OH, MY...
21
MY FRIENDS, MY DEAR FRIENDS...
...I DON'T KNOW WHAT TO SAY.
DON'T SAY ANYTHING, KURT.
JUST BE HAPPY.
I WILL, STORM... ORORO. I FEEL SO ASHAMED -- I WAS FEELING SORRY FOR MYSELF...
...THINKING THAT YOU HAD ALL FORGOTTEN...
FORGOTTEN-- HAH! WE HAVE BEEN PLANNING THIS FOR WEEKS, TOVARISCH.
SO THAT'S WHY YOU HAD ME RUNNING ERRANDS TODAY. I NEVER SUSPECTED A THING.
THAT WAS THE IDEA, FELLA.
THE LAUGHTER COMES EASILY, THE JOY OF CELEBRATION SHARED BY ALL...
...SAVE KITTY PRYDE. AT 13½, SHE'S THE YOUNGEST STUDENT PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS HAS EVER HAD.
EVERYONE HAS DONE THEIR BEST TO MAKE HER FEEL AT HOME. BUT SHE STILL DOESN'T QUITE FEEL LIKE SHE TRULY BELONGS AMONG THE X-MEN.

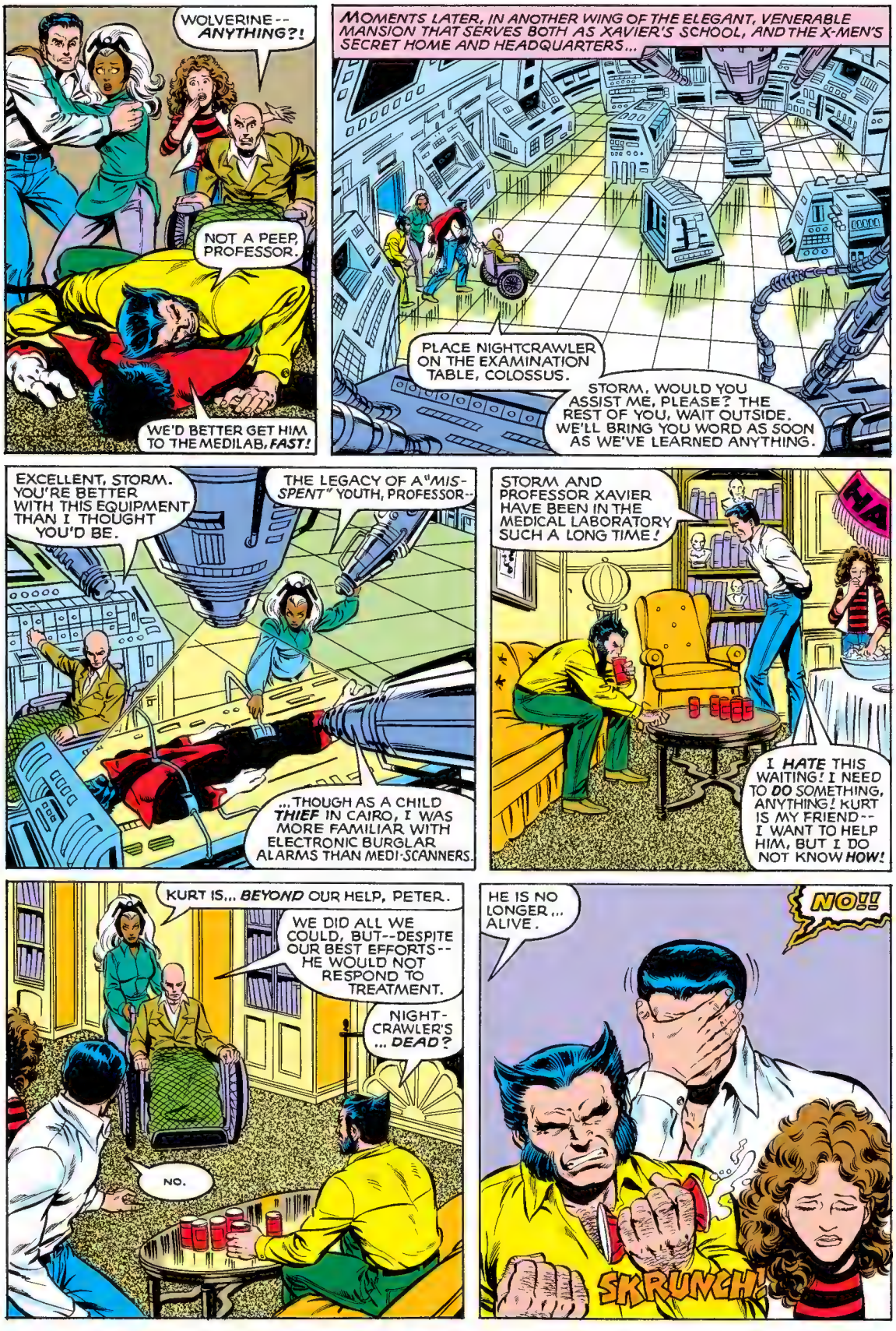
THAT WILL COME IN TIME, SHE HOPES.
HAVE YOU OPENED ALL THE PRESENTS, KURT?
I'M NOT SURE, PETER...
NOT QUITE, KURT. THERE SEEMS TO BE ONE LEFT, THAT BLACK BOX.

DANKE, PROFESSOR. Hmmm -- IT LOOKS AS SINISTER AS IT DOES STYLISH, A PACKAGE AFTER MY OWN HEART.
D'YOU THINK IT'S FROM SCOTT? WE HAVEN'T HEARD MUCH FROM HIM SINCE HE LEFT US. *
*SEE X-MEN #138, ON SALE NOW, FOR DETAILS -- LOUISE.

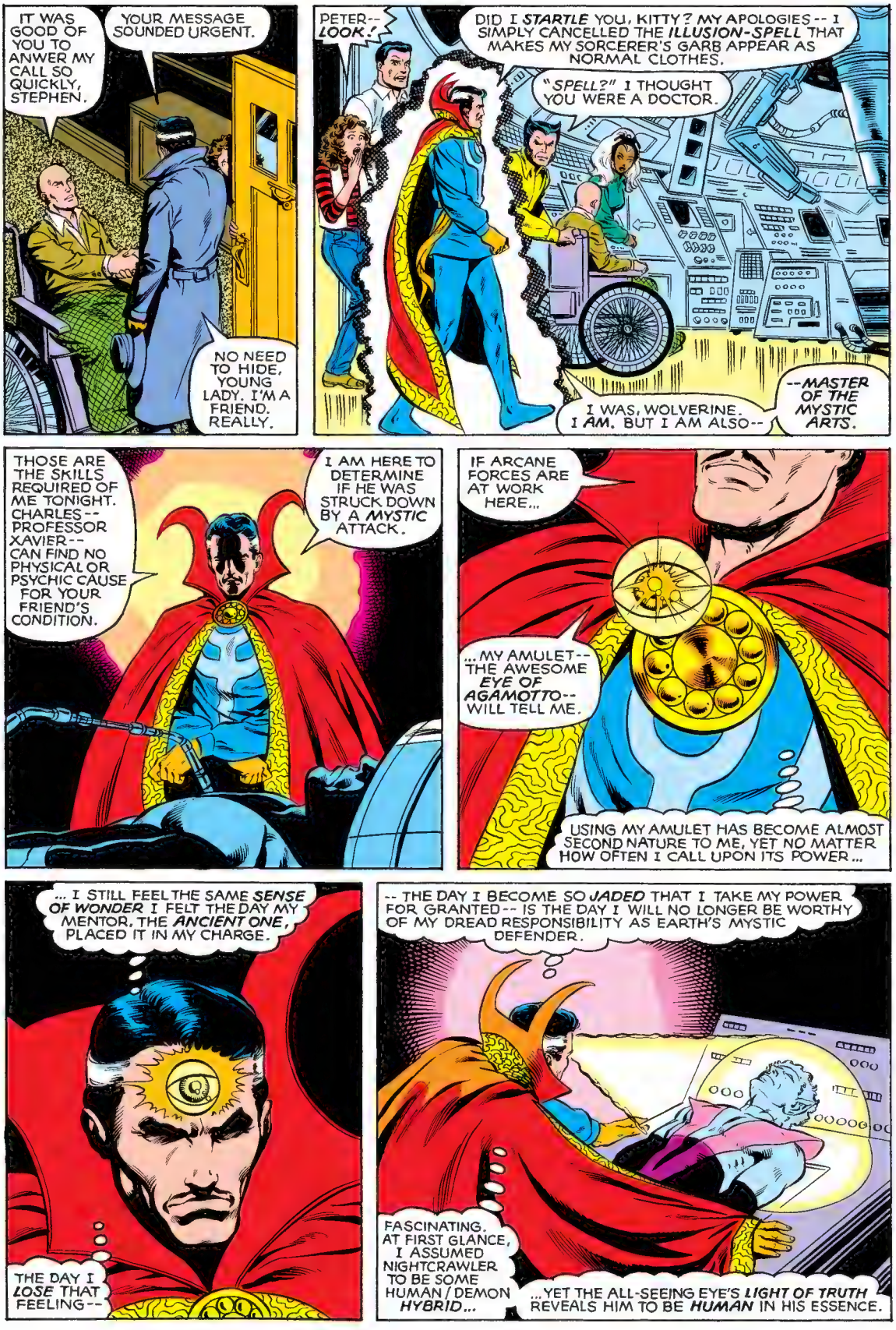
WOW.
A CRYSTAL FIGURINE -- OF MYSELF.
KURT -- IT'S BEAUTIFUL.

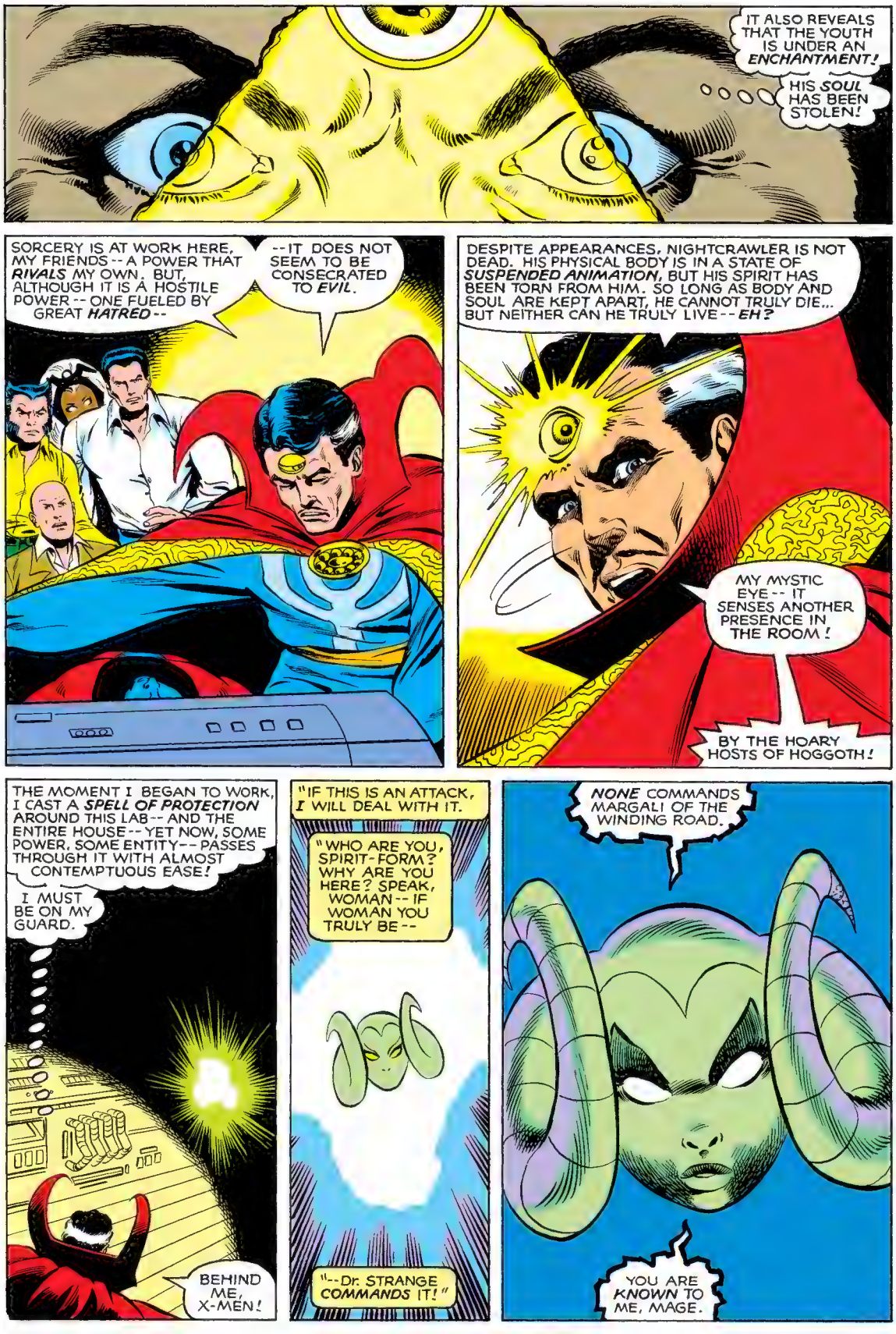
THAT IT IS, ORORO.
NO CARD, THOUGH -- NOTHING TO TELL US WHO IT'S FR--
--AARGKGH!!
POOF

THE STATUE EXPLODED! AND THE BLAST CAUGHT KURT FULL IN THE FACE!
KURT!?!
KURT, ARE YOU ALL RIGHT?!


WOLVERINE--ANYTHING?!
NOT A PEEP, PROFESSOR.
WE'D BETTER GET HIM TO THE MEDILAB, FAST!
MOMENTS LATER, IN ANOTHER WING OF THE ELEGANT, VENERABLE MANSION THAT SERVES BOTH AS XAVIER'S SCHOOL, AND THE X-MEN'S SECRET HOME AND HEADQUARTERS...
PLACE NIGHTCRAWLER ON THE EXAMINATION TABLE, COLOSSUS.
STORM, WOULD YOU ASSIST ME, PLEASE? THE REST OF YOU, WAIT OUTSIDE. WE'LL BRING YOU WORD AS SOON AS WE'VE LEARNED ANYTHING.
EXCELLENT, STORM. YOU'RE BETTER WITH THIS EQUIPMENT THAN I THOUGHT YOU'D BE.
THE LEGACY OF A "MIS-SPENT" YOUTH, PROFESSOR--
...THOUGH AS A CHILD THIEF IN CAIRO, I WAS MORE FAMILIAR WITH ELECTRONIC BURGLAR ALARMS THAN MEDI-SCANNERS.
STORM AND PROFESSOR XAVIER HAVE BEEN IN THE MEDICAL LABORATORY SUCH A LONG TIME!
I HATE THIS WAITING! I NEED TO DO SOMETHING, ANYTHING! KURT IS MY FRIEND--I WANT TO HELP HIM, BUT I DO NOT KNOW HOW!
KURT IS... BEYOND OUR HELP, PETER.
WE DID ALL WE COULD, BUT--DESPITE OUR BEST EFFORTS--HE WOULD NOT RESPOND TO TREATMENT.
NIGHT-CRAWLER'S ... DEAD?
NO.
HE IS NO LONGER ... ALIVE.
NO!!
SKRUNCH!

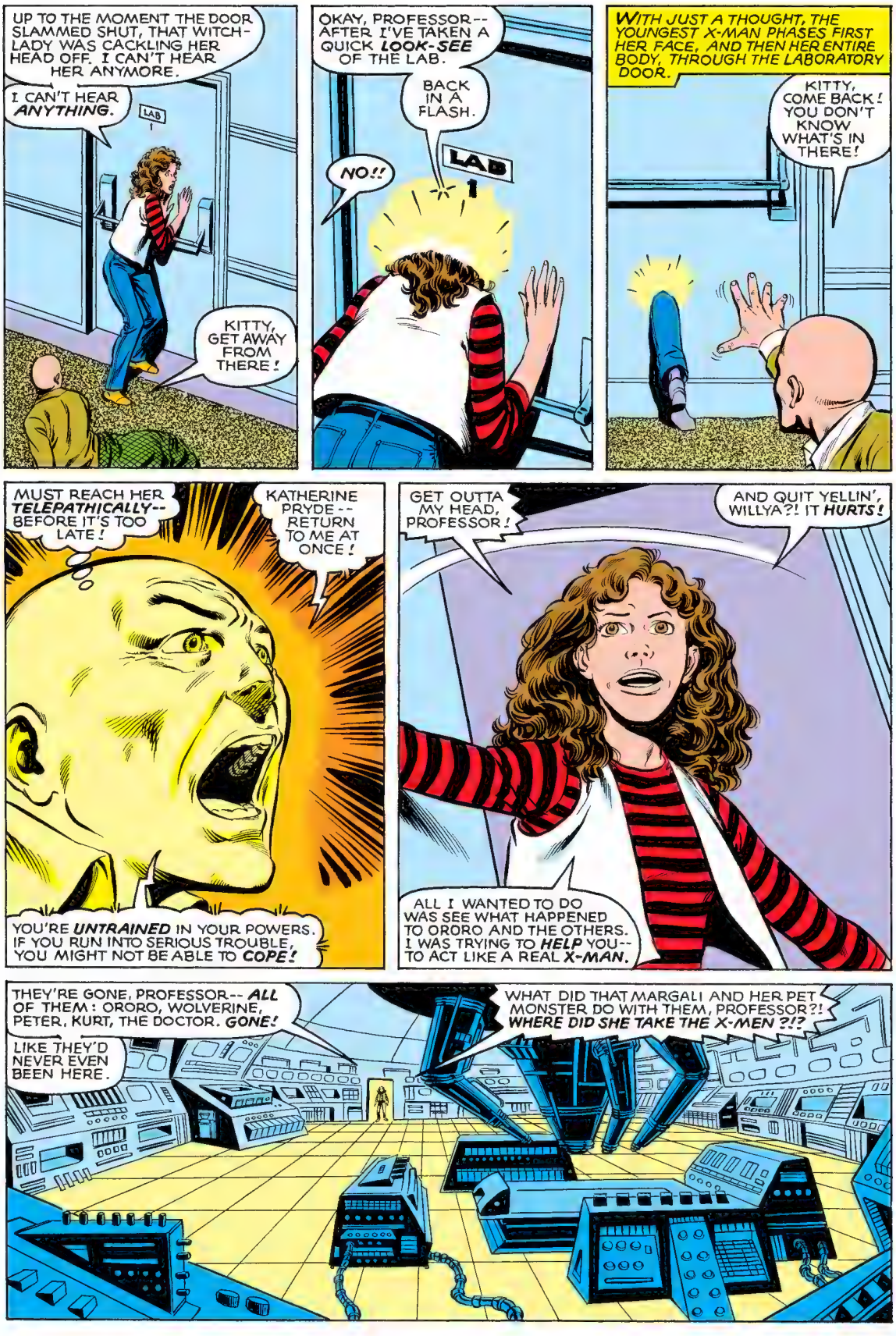
ARE YOU SURE, CHARLEY?! MAYBE YER MACHINES WERE ON THE FRITZ--?!
WE COVERED THAT, WOLVERINE. THE PROFESSOR TELEPATHICALLY MIND-SCANNED KURT, BUT RECEIVED NO RESPONSE. KURT'S MIND, HIS SOUL--HIS ESSENTIAL LIFE-FORCE -- IS NO MORE.
EXCUSE ME A MOMENT, X-MEN. THERE ARE TELEPHONE CALLS--CERTAIN... SPECIAL ARRANGEMENTS--I MUST MAKE.
WHAT KILLED HIM, 'RORO? AN' WHO? AN' WHY?!?
I DON'T KNOW. WE FOUND NO EVIDENCE OF ANY ORGANIC OR INORGANIC TOXINS, NO SIGN OF A PSIONIC ATTACK.
THAT ACCURSED STATUE BLEW UP--AND OUR FRIEND DIED.
WE GAVE THE PACKAGE EVERY CONCEIVABLE TEST--TO TRY TO FIND SOME CLUE TO ITS ORIGINS. WE WERE WASTING OUR TIME.
SOME LEADER OF THE X-MEN I AM TURNING OUT TO BE.
Uh, GUYS, THE DOORBELL'S RINGING.
ONE OF US IS MURDERED BEFORE OUR EYES--AND THERE SEEMS TO BE NOTHING WE CAN DO ABOUT IT!
NEVER MIND. I'LL GET IT.
I NEVER LIKED NIGHTCRAWLER MUCH. HE WAS ALWAYS NICE TO ME, BUT HE LOOKED SO... WEIRD.
WITHOUT MEANING TO, HE GAVE ME THE CREEPS.
BUT NOW, I WISH I'D LIKED HIM MORE.
I WISH HE WASN'T DEAD.
GOOD EVENING. MY NAME IS STEPHEN STRANGE. I AM A... PHYSICIAN.
I BELIEVE I AM EXPECTED.
OH!
Uh... um...
IT'S ALL RIGHT, KITTY. DR. STRANGE IS HERE AT MY REQUEST.


IT WAS GOOD OF YOU TO ANWER MY CALL SO QUICKLY, STEPHEN.
YOUR MESSAGE SOUNDED URGENT.
NO NEED TO HIDE, YOUNG LADY. I'M A FRIEND. REALLY.
PETER-- LOOK!
DID I STARTLE YOU, KITTY? MY APOLOGIES -- I SIMPLY CANCELLED THE ILLUSION-SPELL THAT MAKES MY SORCERER'S GARB APPEAR AS NORMAL CLOTHES.
"SPELL?" I THOUGHT YOU WERE A DOCTOR.
I WAS, WOLVERINE. I AM. BUT I AM ALSO--
--MASTER OF THE MYSTIC ARTS.
THOSE ARE THE SKILLS REQUIRED OF ME TONIGHT. CHARLES -- PROFESSOR XAVIER -- CAN FIND NO PHYSICAL OR PSYCHIC CAUSE FOR YOUR FRIEND'S CONDITION.
I AM HERE TO DETERMINE IF HE WAS STRUCK DOWN BY A MYSTIC ATTACK.
IF ARCANE FORCES ARE AT WORK HERE...
...MY AMULET -- THE AWESOME EYE OF AGAMOTTO -- WILL TELL ME.
USING MY AMULET HAS BECOME ALMOST SECOND NATURE TO ME, YET NO MATTER HOW OFTEN I CALL UPON ITS POWER...
... I STILL FEEL THE SAME SENSE OF WONDER I FELT THE DAY MY MENTOR, THE ANCIENT ONE, PLACED IT IN MY CHARGE.
THE DAY I LOSE THAT FEELING --
-- THE DAY I BECOME SO JADED THAT I TAKE MY POWER FOR GRANTED -- IS THE DAY I WILL NO LONGER BE WORTHY OF MY DREAD RESPONSIBILITY AS EARTH'S MYSTIC DEFENDER.
FASCINATING. AT FIRST GLANCE, I ASSUMED NIGHTCRAWLER TO BE SOME HUMAN / DEMON HYBRID...
...YET THE ALL-SEEING EYE'S LIGHT OF TRUTH REVEALS HIM TO BE HUMAN IN HIS ESSENCE.


IT ALSO REVEALS THAT THE YOUTH IS UNDER AN ENCHANTMENT!
HIS SOUL HAS BEEN STOLEN!
SORCERY IS AT WORK HERE, MY FRIENDS -- A POWER THAT RIVALS MY OWN. BUT, ALTHOUGH IT IS A HOSTILE POWER -- ONE FUELED BY GREAT HATRED --
--IT DOES NOT SEEM TO BE CONSECRATED TO EVIL.
DESPITE APPEARANCES, NIGHTCRAWLER IS NOT DEAD. HIS PHYSICAL BODY IS IN A STATE OF SUSPENDED ANIMATION, BUT HIS SPIRIT HAS BEEN TORN FROM HIM. SO LONG AS BODY AND SOUL ARE KEPT APART, HE CANNOT TRULY DIE... BUT NEITHER CAN HE TRULY LIVE -- EH?
MY MYSTIC EYE -- IT SENSES ANOTHER PRESENCE IN THE ROOM!
BY THE HOARY HOSTS OF HOGGOTH!
THE MOMENT I BEGAN TO WORK, I CAST A SPELL OF PROTECTION AROUND THIS LAB -- AND THE ENTIRE HOUSE -- YET NOW, SOME POWER, SOME ENTITY -- PASSES THROUGH IT WITH ALMOST CONTEMPTUOUS EASE!
I MUST BE ON MY GUARD.
BEHIND ME, X-MEN!
"IF THIS IS AN ATTACK, I WILL DEAL WITH IT.
"WHO ARE YOU, SPIRIT-FORM? WHY ARE YOU HERE? SPEAK, WOMAN -- IF WOMAN YOU TRULY BE --
"--Dr. STRANGE COMMANDS IT!"
NONE COMMANDS MARGALI OF THE WINDING ROAD.
YOU ARE KNOWN TO ME, MAGE.

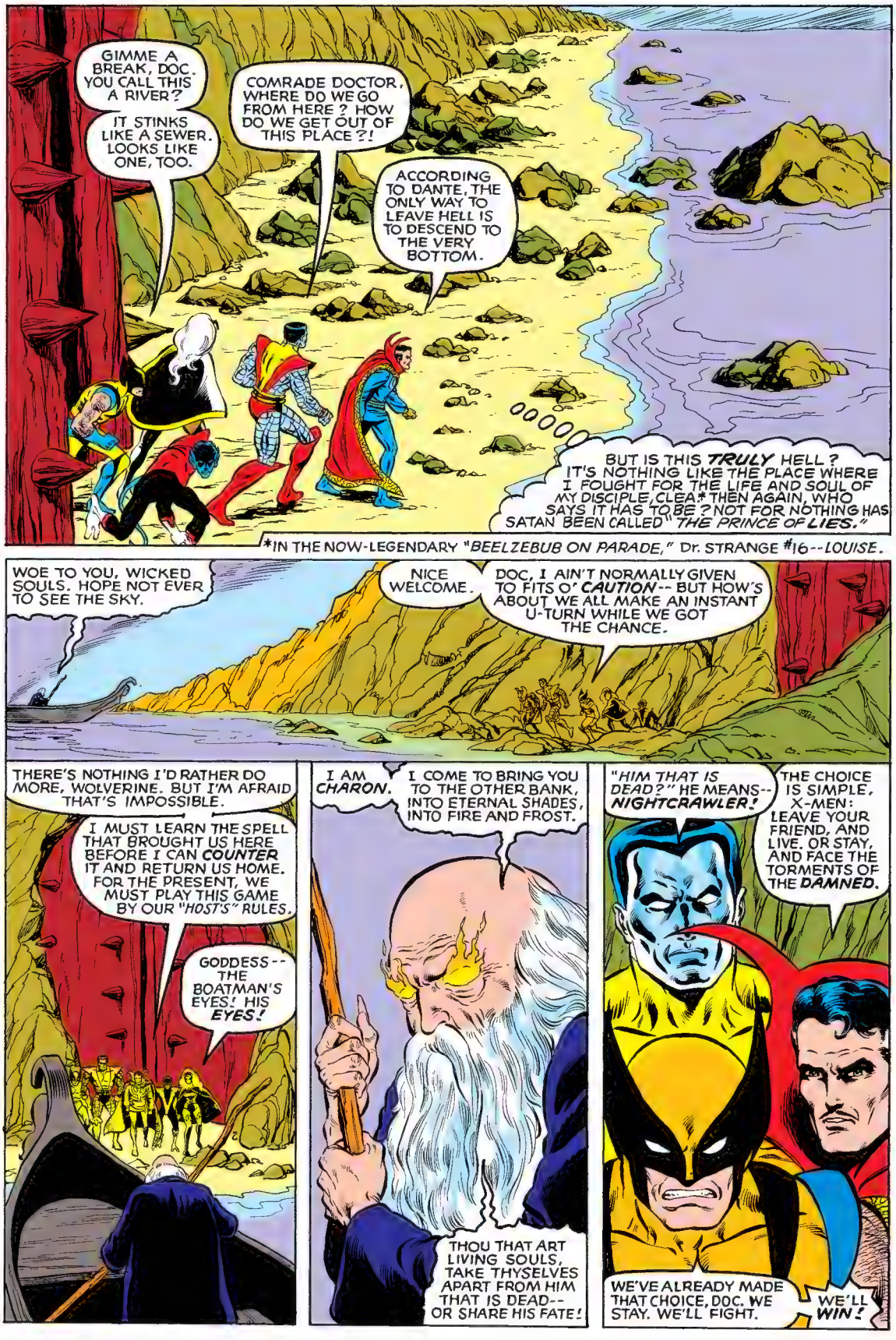
DO YOU MAKE THE X-MEN'S CAUSE YOUR OWN?
I DO.
RELEASE NIGHTCRAWLER, SORCERESS, OR SUFFER THE CONSEQUENCES!
A PROUD CHALLENGE.
A CHALLENGE ACCEPTED!
BUT IF ANY ARE TO SUFFER IN THIS DUEL, DR. STRANGE, IT WILL NOT BE ME.
A NETHER-WORLD DEMON!
MY SPELLS ARE NOT STOPPING IT!
COLOSSUS -- ARMOR UP!
THIS SUCKER'S DRAGGIN' US TOWARDS THAT WITCH-QUEEN --
SNIKT!
--AN' I, FER ONE, AIN'T INCLINED TA GO!
BUT FOR ALL DOCTOR STRANGE'S MYSTIC MIGHT -- EVEN COMBINED WITH THE RAW STRENGTH OF A MUTANT MAN OF STEEL, AND THE RAZOR-KEEN ADAMANTIUM CLAWS THAT POP OUT OF THE BACK OF WOLVERINE'S HANDS --
--THE TENTACLED DEMON DRAWS THEM SLOWLY, INEXORABLY, INTO ITS GAPING MAW.
IT WILL BE OUR TURN NEXT. I MUST GET YOU TWO OUT OF HERE!

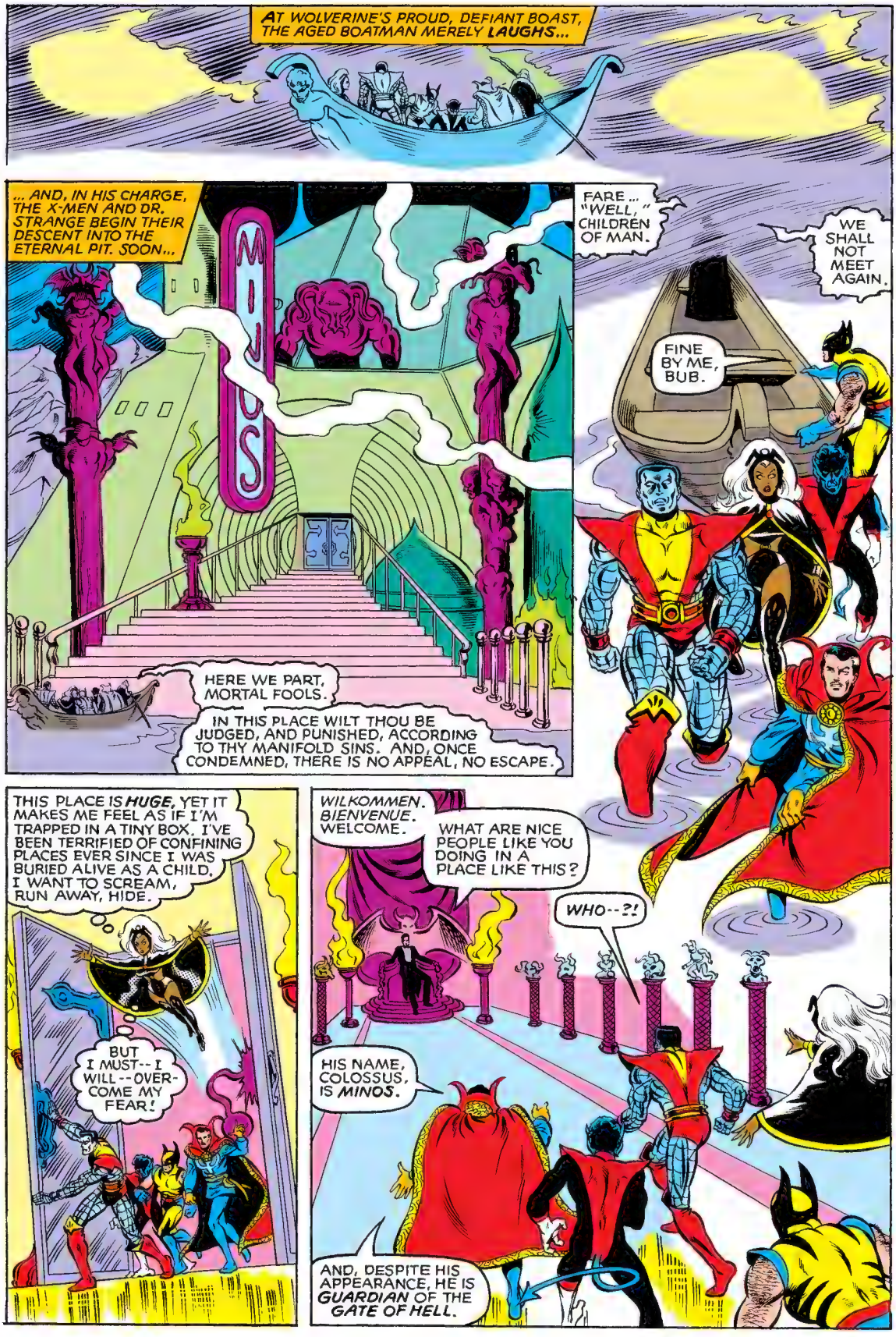
NO!
STORM--LOOK OUT! THAT CREATURE--!
ORORO!!
TAKE MY HAND!
KITTY, HELP ME! PERHAPS... TOGETHER... WE CAN PULL STORM FREE!
PROFESSOR, DON'T! THE MONSTER WILL GET YOU, TOO!
YOU MUST... ESCAPE! LET ME GO!
NEVER!
A DEFIANT BOAST--AND VIRTUALLY WORTHLESS.
I'M USING MY MENTAL POWERS... TO AUGMENT MY PHYSICAL STRENGTH--AND I'M STILL NOT GAINING ANY GROUND. THE STRAIN... RAPIDLY BECOMING UNBEARABLE.
BUT I MUST... HOLD ON. I MUST NOT FAIL MY CHILDREN!
GODDESS--HELP ME!
I FEEL AS IF... I'M BEING TORN IN HALF!
MONSTER... FREEZING MY BODY... AND SOUL...LEECHING MY STRENGTH. I CAN'T CONCENTRATE ENOUGH TO USE... MY ELEMENTAL POWERS AGAINST IT.
THEN, AS SUDDENLY, AS VIOLENTLY, AS THIS MACABRE TUG-O'-WAR BEGAN--IT ENDS!
STORM!
THE CREATURE--PULLED HER OUT OF MY GRASP!
SLAM!


UP TO THE MOMENT THE DOOR SLAMMED SHUT, THAT WITCH-LADY WAS CACKLING HER HEAD OFF. I CAN'T HEAR HER ANYMORE.
I CAN'T HEAR ANYTHING.
LAB 1
KITTY, GET AWAY FROM THERE!
OKAY, PROFESSOR-- AFTER I'VE TAKEN A QUICK LOOK-SEE OF THE LAB.
BACK IN A FLASH.
NO!!
LAB 1
WITH JUST A THOUGHT, THE YOUNGEST X-MAN PHASES FIRST HER FACE, AND THEN HER ENTIRE BODY, THROUGH THE LABORATORY DOOR.
KITTY, COME BACK! YOU DON'T KNOW WHAT'S IN THERE!
MUST REACH HER TELEPATHICALLY-- BEFORE IT'S TOO LATE!
KATHERINE PRYDE-- RETURN TO ME AT ONCE!
YOU'RE UNTRAINED IN YOUR POWERS. IF YOU RUN INTO SERIOUS TROUBLE, YOU MIGHT NOT BE ABLE TO COPE!
GET OUTTA MY HEAD, PROFESSOR!
AND QUIT YELLIN', WILLYA?! IT HURTS!
ALL I WANTED TO DO WAS SEE WHAT HAPPENED TO ORORO AND THE OTHERS. I WAS TRYING TO HELP YOU-- TO ACT LIKE A REAL X-MAN.
THEY'RE GONE, PROFESSOR-- ALL OF THEM: ORORO, WOLVERINE, PETER, KURT, THE DOCTOR. GONE!
LIKE THEY'D NEVER EVEN BEEN HERE.
WHAT DID THAT MARGALI AND HER PET MONSTER DO WITH THEM, PROFESSOR?! WHERE DID SHE TAKE THE X-MEN ?!?

Part the Second
Through me
the way to the woeful city,
through me
the way to eternal pain,
through me
the way among the lost people.
Justice moved my Maker on high
Divine power made me
and supreme Wisdom and primal Love;
before me nothing was
created but eternal things,
and I endure eternally.
Abandon every hope,
ye that enter.

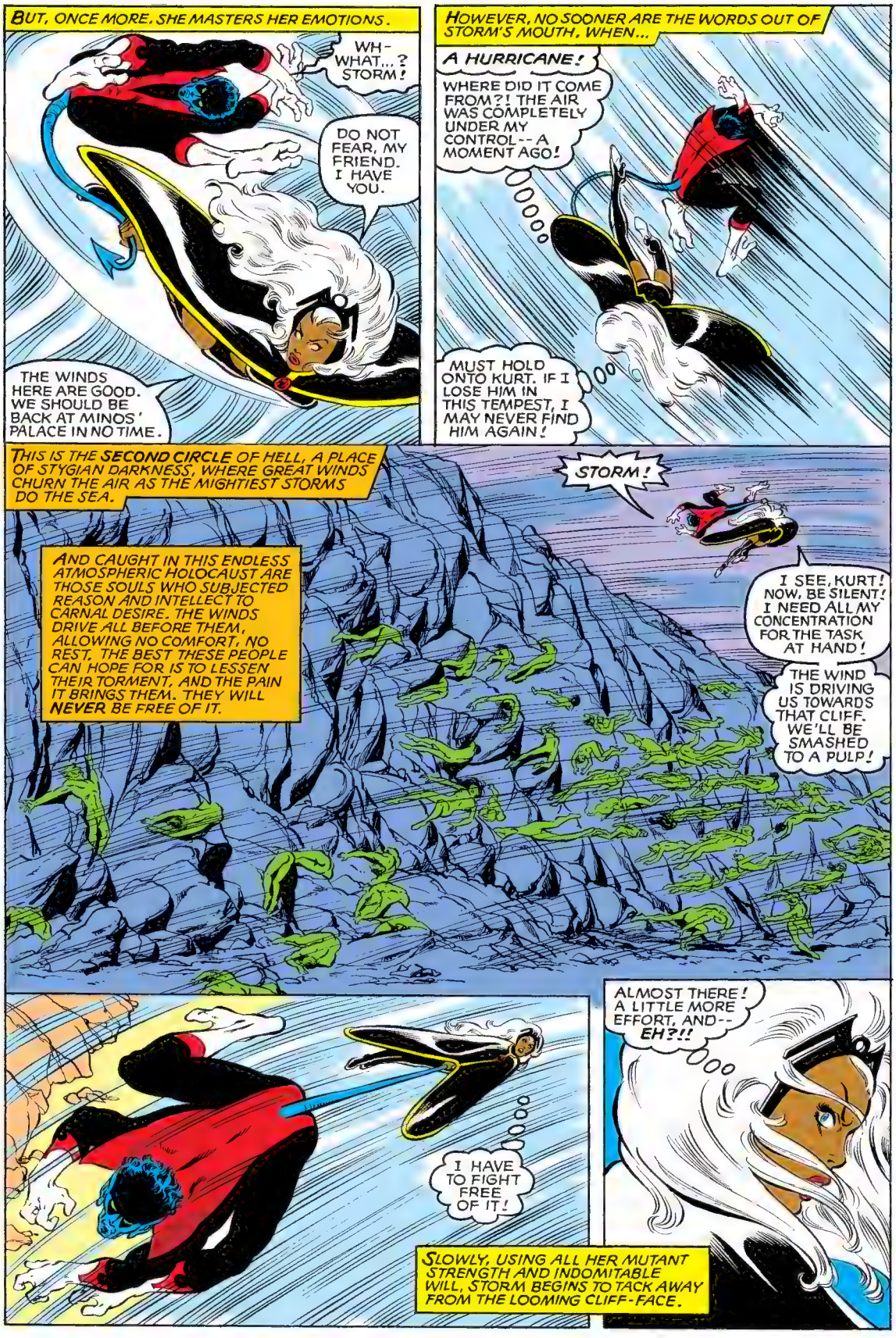
TIME PASSES IN THIS TIME-LESS PLACE, AND THEN...
TO COIN A PHRASE: OUCH! THAT WAS ONE TRIP I COULD HAVE DONE WITHOUT.
IS EVERYONE... ALL RIGHT?
NO SERIOUS INJURIES, STORM-- ONLY ACHES AND PAINS.
COMRADES--LOOK! NIGHTCRAWLER IS BREATHING, MOVING! HE IS ALIVE!
BY THE ETERNAL VISHANTI! THAT GATE! IT--IT CAN'T BE!
THE AIR-- SO FOUL-- LIKE A CHARNAL PIT.
WHERE ARE WE?!
WOULD YOU BELIEVE... "HELL?"
oooooohhhhhhhhhh...
WHAT... HAPPENED TO ME...?
HUH?!
AND, AFTER A BRIEF REUNION, AND A BRIEFER EXPLANATION TO NIGHTCRAWLER OF THEIR PLIGHT...
THIS IS THE GATEWAY TO HELL, AS DESCRIBED BY THE 14th-CENTURY ITALIAN POET, DANTE ALIGHIERI...
...IN HIS CLASSIC POEM, THE "INFERNO."
THAT EPIC CHRONICLED DANTE'S DESCENT INTO THE PIT, AND HIS EVENTUAL MEETING WITH SATAN HIMSELF.
IT SEEMS WE'RE EXPECTED TO FOLLOW IN HIS FOOTSTEPS.
THE GATE OPENS, MY FRIENDS. MARGALI MUST BE EAGER TO SEE US.
IT'S ME MARGALI WANTS--ME SHE HATES. WHY DID SHE INVOLVE THE X-MEN?!
WHAT LIES ON THE OTHER SIDE, DOCTOR?
IF MEMORY SERVES ME RIGHT, STORM, THE RIVER ACHERON.
BRACE YOURSELVES, X-MEN. NOTHING IN YOUR EXPERIENCE CAN COMPARE WITH WHAT YOU ARE ABOUT TO FACE. TO SURVIVE-- MUCH LESS TRIUMPH-- YOU WILL NEED ALL YOUR STRENGTH, YOUR COURAGE, YOUR... HUMANITY.
SO WHAT ELSE IS NEW?

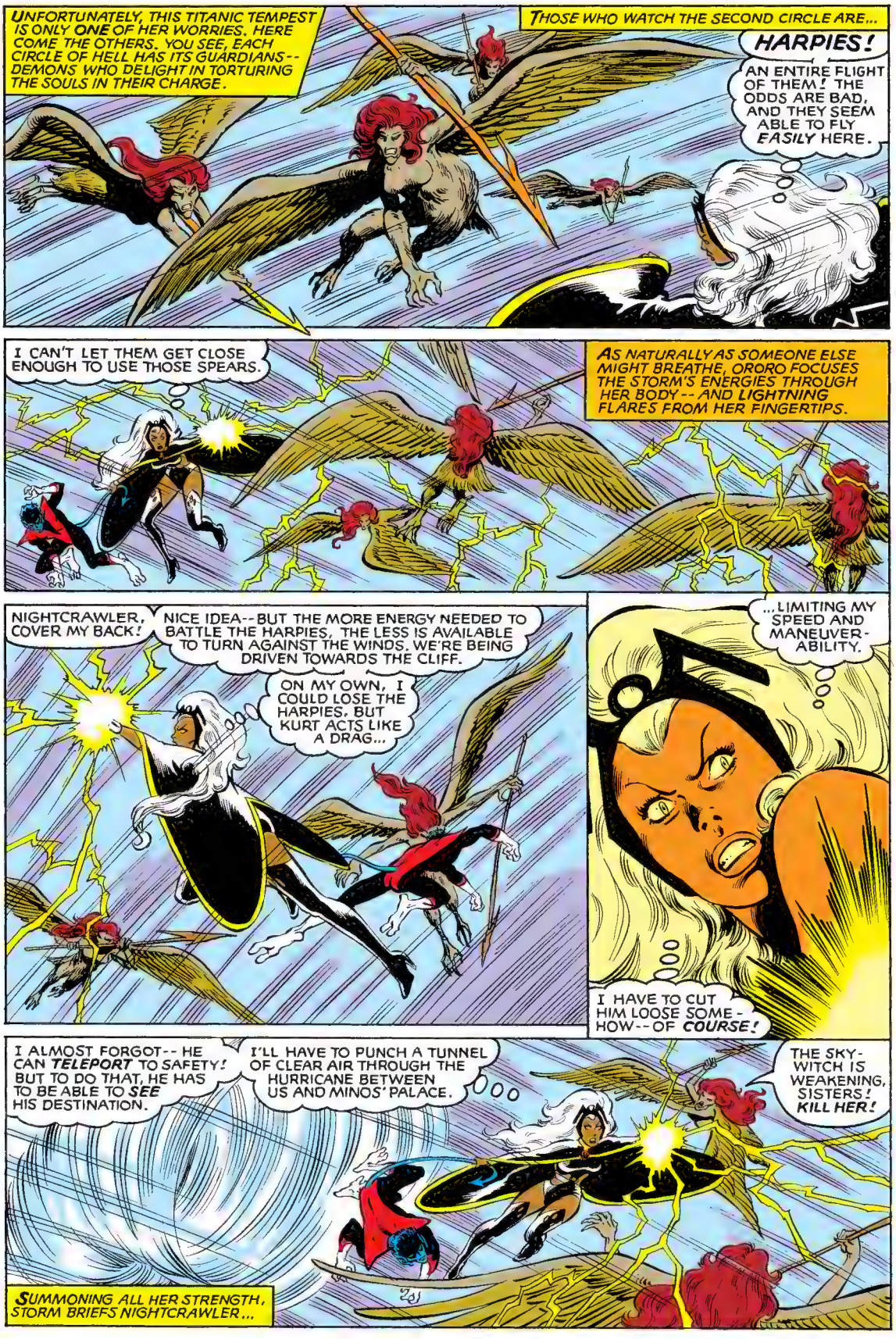

GIMME A BREAK, DOC. YOU CALL THIS A RIVER?
IT STINKS LIKE A SEWER. LOOKS LIKE ONE, TOO.
COMRADE DOCTOR, WHERE DO WE GO FROM HERE? HOW DO WE GET OUT OF THIS PLACE?!
ACCORDING TO DANTE, THE ONLY WAY TO LEAVE HELL IS TO DESCEND TO THE VERY BOTTOM.
OOOOO
BUT IS THIS TRULY HELL? IT'S NOTHING LIKE THE PLACE WHERE I FOUGHT FOR THE LIFE AND SOUL OF MY DISCIPLE, CLEA.* THEN AGAIN, WHO SAYS IT HAS TO BE? NOT FOR NOTHING HAS SATAN BEEN CALLED "THE PRINCE OF LIES."
*IN THE NOW-LEGENDARY "BEELZEBUB ON PARADE," Dr. STRANGE #16--LOUISE.
WOE TO YOU, WICKED SOULS. HOPE NOT EVER TO SEE THE SKY.
NICE WELCOME.
DOC, I AIN'T NORMALLY GIVEN TO FITS O' CAUTION-- BUT HOW'S ABOUT WE ALL MAKE AN INSTANT U-TURN WHILE WE GOT THE CHANCE.
THERE'S NOTHING I'D RATHER DO MORE, WOLVERINE. BUT I'M AFRAID THAT'S IMPOSSIBLE.
I MUST LEARN THE SPELL THAT BROUGHT US HERE BEFORE I CAN COUNTER IT AND RETURN US HOME. FOR THE PRESENT, WE MUST PLAY THIS GAME BY OUR "HOST'S" RULES.
GODDESS-- THE BOATMAN'S EYES! HIS EYES!
I AM CHARON.
I COME TO BRING YOU TO THE OTHER BANK, INTO ETERNAL SHADES, INTO FIRE AND FROST.
THOU THAT ART LIVING SOULS, TAKE THYSELVES APART FROM HIM THAT IS DEAD-- OR SHARE HIS FATE!
"HIM THAT IS DEAD?" HE MEANS-- NIGHTCRAWLER!
THE CHOICE IS SIMPLE, X-MEN: LEAVE YOUR FRIEND, AND LIVE. OR STAY, AND FACE THE TORMENTS OF THE DAMNED.
WE'VE ALREADY MADE THAT CHOICE, DOC. WE STAY. WE'LL FIGHT.
WE'LL WIN!


AT WOLVERINE'S PROUD, DEFIANT BOAST, THE AGED BOATMAN MERELY LAUGHS...
... AND, IN HIS CHARGE, THE X-MEN AND DR. STRANGE BEGIN THEIR DESCENT INTO THE ETERNAL PIT. SOON...
MINOS
HERE WE PART, MORTAL FOOLS.
IN THIS PLACE WILT THOU BE JUDGED, AND PUNISHED, ACCORDING TO THY MANIFOLD SINS. AND, ONCE CONDEMNED, THERE IS NO APPEAL, NO ESCAPE.
FARE... "WELL," CHILDREN OF MAN.
WE SHALL NOT MEET AGAIN.
FINE BY ME, BUB.
THIS PLACE IS HUGE, YET IT MAKES ME FEEL AS IF I'M TRAPPED IN A TINY BOX. I'VE BEEN TERRIFIED OF CONFINING PLACES EVER SINCE I WAS BURIED ALIVE AS A CHILD. I WANT TO SCREAM, RUN AWAY, HIDE.
BUT I MUST--I WILL--OVERCOME MY FEAR!
WILKOMMEN. BIENVENUE. WELCOME.
WHAT ARE NICE PEOPLE LIKE YOU DOING IN A PLACE LIKE THIS?
WHO--?!
HIS NAME, COLOSSUS, IS MINOS.
AND, DESPITE HIS APPEARANCE, HE IS GUARDIAN OF THE GATE OF HELL.

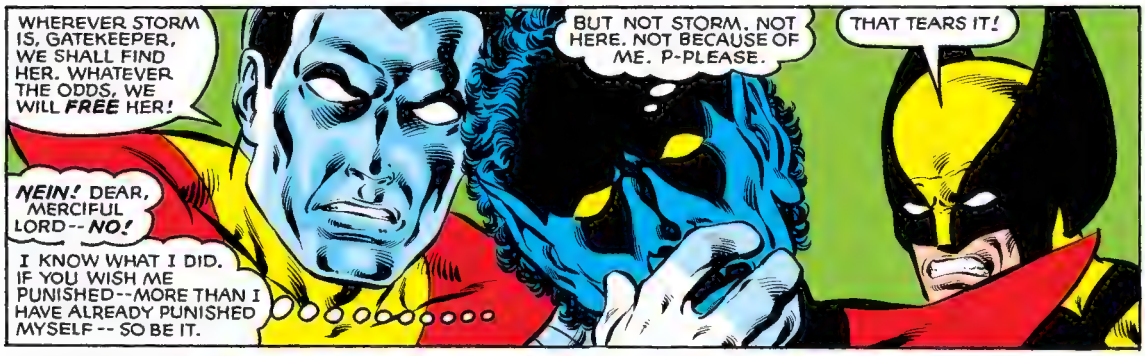
YOU ARE NOT AS DANTE DESCRIBED YOU.
TIMES CHANGE, COMPADRE.
ALIGHIERI SAW ME IN TERMS OF HIS WORLD. YOU SEE ME IN TERMS OF YOURS. CONSIDERATE, hm?
I'M A WEE BIT SURPRISED, THOUGH. WE EXPECTED ONE NEW ARRIVAL: KURT WAGNER--OR NIGHTCRAWLER--BY NAME, SWASHBUCKLER BY TRADE, DAMSEL SAVING A SPECIALTY.
NOT THAT I MIND, Y'UNDERSTAND. IN THIS BUSINESS, AS THE SAYING GOES, THE MORE, THE MERRIER.
YOU ALL FRIENDS OF KURT'S?
THESE ARE THE X-MEN. I AM DOCTOR STRANGE, MASTER OF THE MYSTIC ARTS, SORCERER SUPREME OF EARTH. NIGHTCRAWLER IS UNDER MY PROTECTION.
HOW NICE.
IT'S BEEN A WHILE SINCE I'VE SEEN AS FOXY A LADY AS YOU, M'DARLIN'.
YUM!
GODDESS--HIS LOOK, HIS TOUCH, LIKE BEING CARRESSED BY MAGGOTS...
...AND YET... SOMETHING IN ME FINDS THIS OBSCENITY ...ATTRACTIVE.
YOU AIN'T SO BAD YOURSELF, KURT... DO YOU MIND IF I CALL YOU KURT?
A FINE FIGURE OF A LAD.
YOU'LL LIKE IT HERE. WE'LL LIKE HAVING YOU.
YOU ALL LOOK SHOCKED! DON'T BE.
THIS IS HELL. ANYTHING GOES.
'RORO AN' KURT LOOK LIKE THAT MINOS CREEP JUST TURNED THEIR SOULS INSIDE OUT. I'VE NEVER SEEN 'EM SO SHAKEN.
I AIN'T STANDIN' FER ANYMORE O' THIS!

NOW, TO BUSINESS.
YOU KNOW, OF COURSE, WHY YOU'RE HERE, KURT MY LAD. YOU'VE BEEN A NAUGHTY BOY.
BON VOYAGE!
NO!!
A TENTACLE, FROM BENEATH THE THRONE -- GRABBING ME!
IN THE BLINK OF AN EYE, MINOS' TAIL --
-- IMPOSSIBLY LONG, IMPOSSIBLY POWERFUL -- GATHERS NIGHT-CRAWLER UP AND HURLS HIM OUT OF THE PALACE, HIS ACCELERATION SO GREAT THAT SHEER SPEED ALONE STUNS HIM TO NEAR-UNCONSCIOUSNESS.
YOU'VE BROKEN THE MORAL LAWS LAID DOWN BY UPSTAIRS. SHAME ON YOU.
IT'S MY JOB -- NO, I LIE. IT'S MY PLEASURE TO, SHALL WE SAY, MAKE THE PUNISHMENT FIT THE CRIME. IN YOUR CASE, BOTH ARE CONSIDERABLE.
BUT, FOLLOWING A HEART-BEAT BEHIND...
...STORM STREAKS TO HIS RESCUE.
... AND, THEREBY, BECOMES THE FIRST OF THE X-MEN TO SEE HELL IN ALL ITS FABLED, DARKSOME MAJESTY.
GOT YOU!
LORDS OF THE EARTH AND AIR!
THE PIT -- SO VAST -- IT SEEMS TO GO ON FOREVER! HOW MANY POOR SOULS ARE HERE, SPENDING ETERNITY IN TORMENT... ?
AT THAT THOUGHT, A GREAT SADNESS WELLS WITHIN HER, BRINGING HER CLOSE TO TEARS...

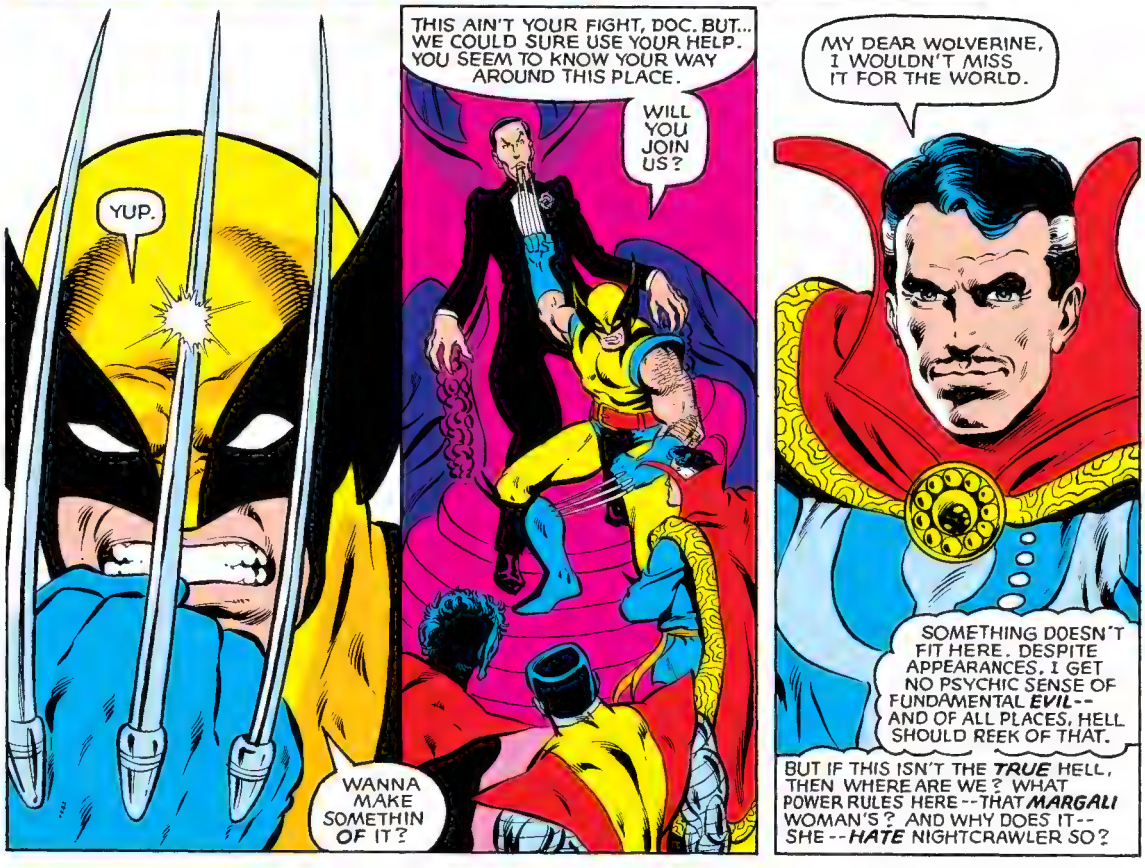

BUT, ONCE MORE, SHE MASTERS HER EMOTIONS.
WH-WHAT...? STORM!
DO NOT FEAR, MY FRIEND. I HAVE YOU.
THE WINDS HERE ARE GOOD. WE SHOULD BE BACK AT MINOS' PALACE IN NO TIME.
HOWEVER, NO SOONER ARE THE WORDS OUT OF STORM'S MOUTH, WHEN...
A HURRICANE!
WHERE DID IT COME FROM?! THE AIR WAS COMPLETELY UNDER MY CONTROL--A MOMENT AGO!
MUST HOLD ONTO KURT. IF I LOSE HIM IN THIS TEMPEST, I MAY NEVER FIND HIM AGAIN!
THIS IS THE SECOND CIRCLE OF HELL, A PLACE OF STYGIAN DARKNESS, WHERE GREAT WINDS CHURN THE AIR AS THE MIGHTIEST STORMS DO THE SEA.
AND CAUGHT IN THIS ENDLESS ATMOSPHERIC HOLOCAUST ARE THOSE SOULS WHO SUBJECTED REASON AND INTELLECT TO CARNAL DESIRE. THE WINDS DRIVE ALL BEFORE THEM, ALLOWING NO COMFORT, NO REST. THE BEST THESE PEOPLE CAN HOPE FOR IS TO LESSEN THEIR TORMENT, AND THE PAIN IT BRINGS THEM. THEY WILL NEVER BE FREE OF IT.
STORM!
I SEE, KURT! NOW, BE SILENT! I NEED ALL MY CONCENTRATION FOR THE TASK AT HAND!
THE WIND IS DRIVING US TOWARDS THAT CLIFF. WE'LL BE SMASHED TO A PULP!
I HAVE TO FIGHT FREE OF IT!
SLOWLY, USING ALL HER MUTANT STRENGTH AND INDOMITABLE WILL, STORM BEGINS TO TACK AWAY FROM THE LOOMING CLIFF-FACE.
ALMOST THERE! A LITTLE MORE EFFORT, AND-- EH?!!

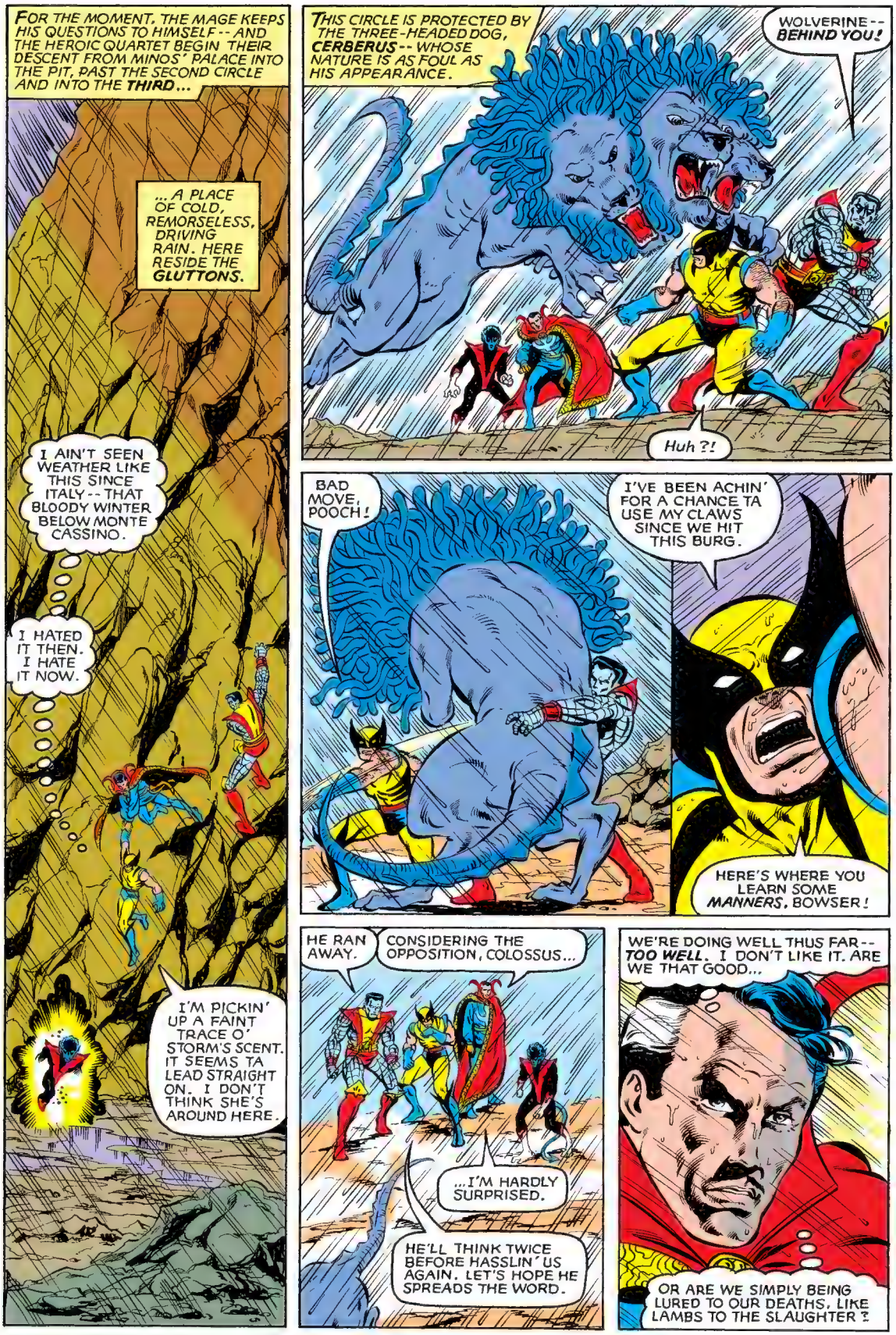

UNFORTUNATELY, THIS TITANIC TEMPEST IS ONLY ONE OF HER WORRIES. HERE COME THE OTHERS. YOU SEE, EACH CIRCLE OF HELL HAS ITS GUARDIANS--DEMONS WHO DELIGHT IN TORTURING THE SOULS IN THEIR CHARGE.
THOSE WHO WATCH THE SECOND CIRCLE ARE...
HARPIES!
AN ENTIRE FLIGHT OF THEM! THE ODDS ARE BAD, AND THEY SEEM ABLE TO FLY EASILY HERE.
I CAN'T LET THEM GET CLOSE ENOUGH TO USE THOSE SPEARS.
AS NATURALLY AS SOMEONE ELSE MIGHT BREATHE, ORORO FOCUSES THE STORM'S ENERGIES THROUGH HER BODY--AND LIGHTNING FLARES FROM HER FINGERTIPS.
NIGHTCRAWLER, COVER MY BACK!
NICE IDEA--BUT THE MORE ENERGY NEEDED TO BATTLE THE HARPIES, THE LESS IS AVAILABLE TO TURN AGAINST THE WINDS. WE'RE BEING DRIVEN TOWARDS THE CLIFF.
ON MY OWN, I COULD LOSE THE HARPIES. BUT KURT ACTS LIKE A DRAG...
...LIMITING MY SPEED AND MANEUVER-ABILITY.
I HAVE TO CUT HIM LOOSE SOME-HOW--OF COURSE!
I ALMOST FORGOT-- HE CAN TELEPORT TO SAFETY! BUT TO DO THAT, HE HAS TO BE ABLE TO SEE HIS DESTINATION.
I'LL HAVE TO PUNCH A TUNNEL OF CLEAR AIR THROUGH THE HURRICANE BETWEEN US AND MINOS' PALACE.
THE SKY-WITCH IS WEAKENING, SISTERS! KILL HER!
SUMMONING ALL HER STRENGTH, STORM BRIEFS NIGHTCRAWLER...

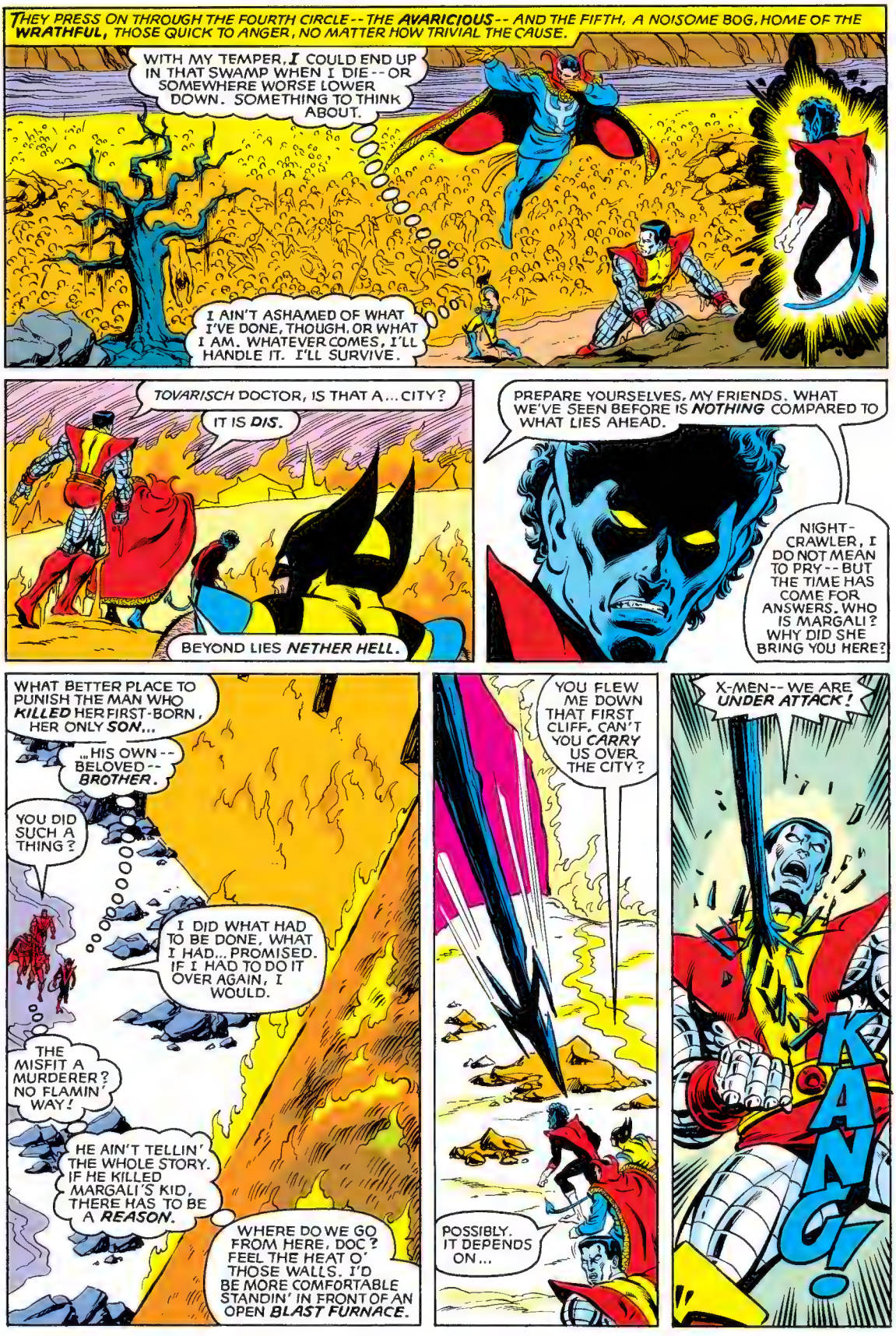
... AND THE INSTANT ALL IS READY, SENDS HIM ON HIS WAY.
THAT TAKES CARE OF KURT. NOW TO SAVE MYS--
AARRRGH!
THE SPEAR STABS DEEP...
BAMF
... FLOODING STORM WITH AN ICY AGONY THAT NUMBS MIND AND BODY. HELPLESS, NOW, SHE'S WHIRLED AWAY, SWEPT ROUND AND ROUND THE PIT, EACH CIRCUIT PULLING HER DEEPER INTO HELL.
THE LAST SOUNDS SHE HEARS ARE MINOS' LAUGHTER...
... AND HER OWN PRIMAL, NEVER-ENDING SCREAM.
MEANWHILE, IN MINOS' THRONE ROOM, A FRACTION OF A SECOND AFTER NIGHTCRAWLER DISAPPEARED FROM ORORO'S SIDE...
"VUOLSI COSI COLA DOVE SI PUOTE CIO CHE SI VUOLE, E PIU NON DIMANDARE!"
"IT IS SO WILLED WHERE WILL AND POWER ARE ONE; AND ASK NO MORE!"
IF YOU SAY SO, DOC!
WOLVERINE, DOCTOR-- LOOK!
NIGHT-CRAWLER!
NEVER... 'PORTED SO FAR... NON-STOP. ALMOST... DIDN'T MAKE IT. FEEL... SO WEAK-- IT'S AN EFFORT JUST TO... BREATHE...
THAT INJUNCTION GOT DANTE THROUGH THE PIT WITH HIS HIDE INTACT. IT'LL DO THE SAME FOR YOU. MAYBE.
HE WAS INVITED BY UPSTAIRS. YOU WEREN'T.
STORM... WHERE IS SHE?
SHE SAID SHE'D FOLLOW.
SAYING IS ONE THING. DOING IS SOMETHING ELSE.
SHE'S BELOW, IN WHATEVER CIRCLE THAT'S APPROPRIATE FOR HER. SHE'LL BE THERE FOREVER...
...UNLESS SOMEONE GOES TO GET HER OUT.

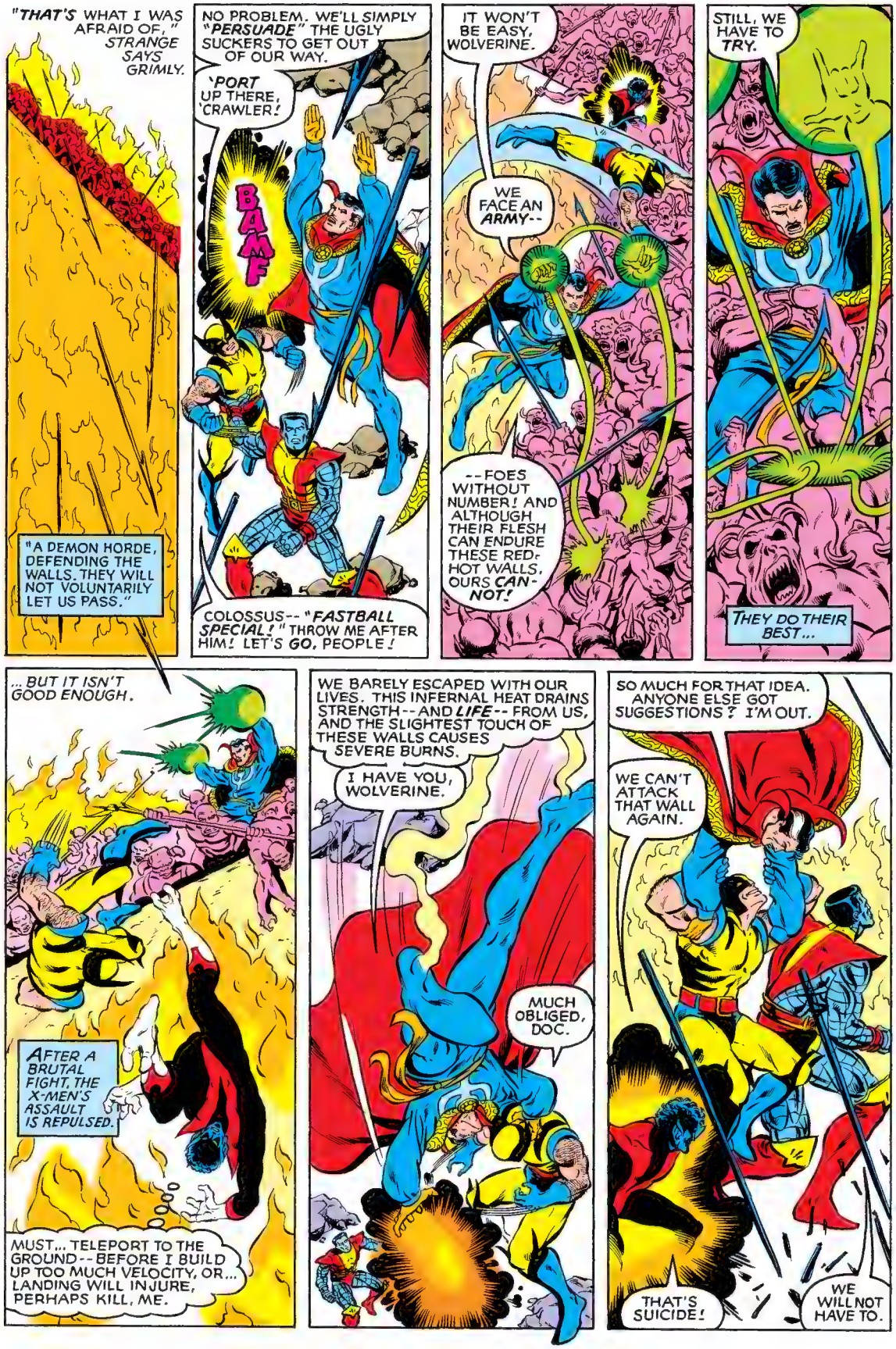

WHEREVER STORM IS, GATEKEEPER, WE SHALL FIND HER. WHATEVER THE ODDS, WE WILL *FREE* HER!
*NEIN!* DEAR, MERCIFUL LORD--*NO!*
I KNOW WHAT I DID. IF YOU WISH ME PUNISHED--MORE THAN I HAVE ALREADY PUNISHED MYSELF -- SO BE IT.
BUT NOT STORM. NOT HERE. NOT BECAUSE OF ME. P-PLEASE.
THAT TEARS IT!

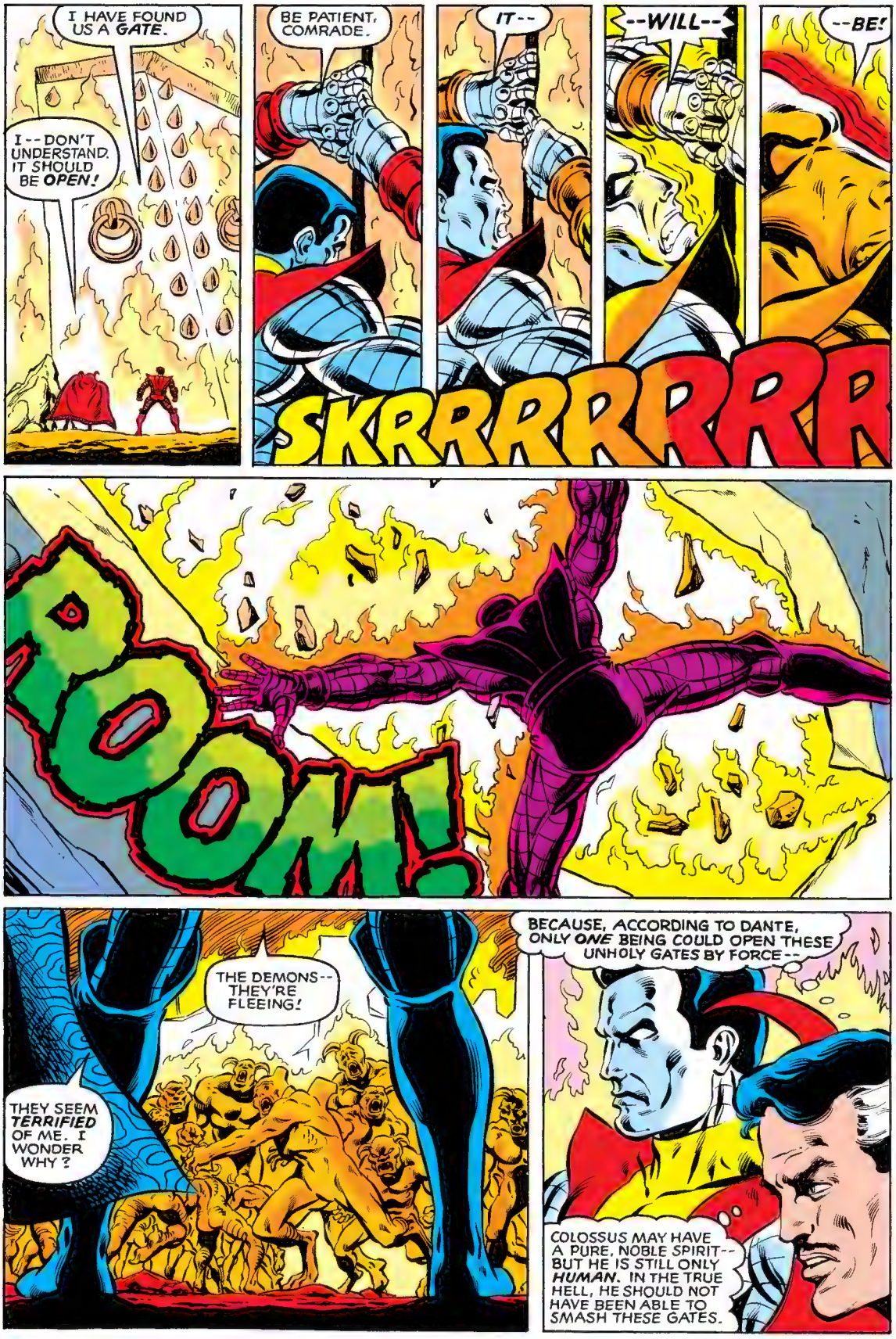
I'M *TIRED* O' YOU, BUB! AN' YER SMARMY VOICE AN' YER SLEAZEBALL ACT! LIKE MY PAL, PETEY, SAYS: WE'RE GOIN' AFTER 'RORO.
FOR YOUR SAKE, SHE BETTER BE *ALL RIGHT*.
'CAUSE IF SHE ISN'T, YOU AN' ME ARE GONNA MEET AGAIN. ONLY THEN, I'LL BE MAD-- *REAL* MAD. AN' WHAT'LL HAPPEN TO YOU JUST WON'T BEAR THINKIN' ABOUT.
SNIKT!
ARE -- ARE YOU *THREATENING* ME, LITTLE MAN?

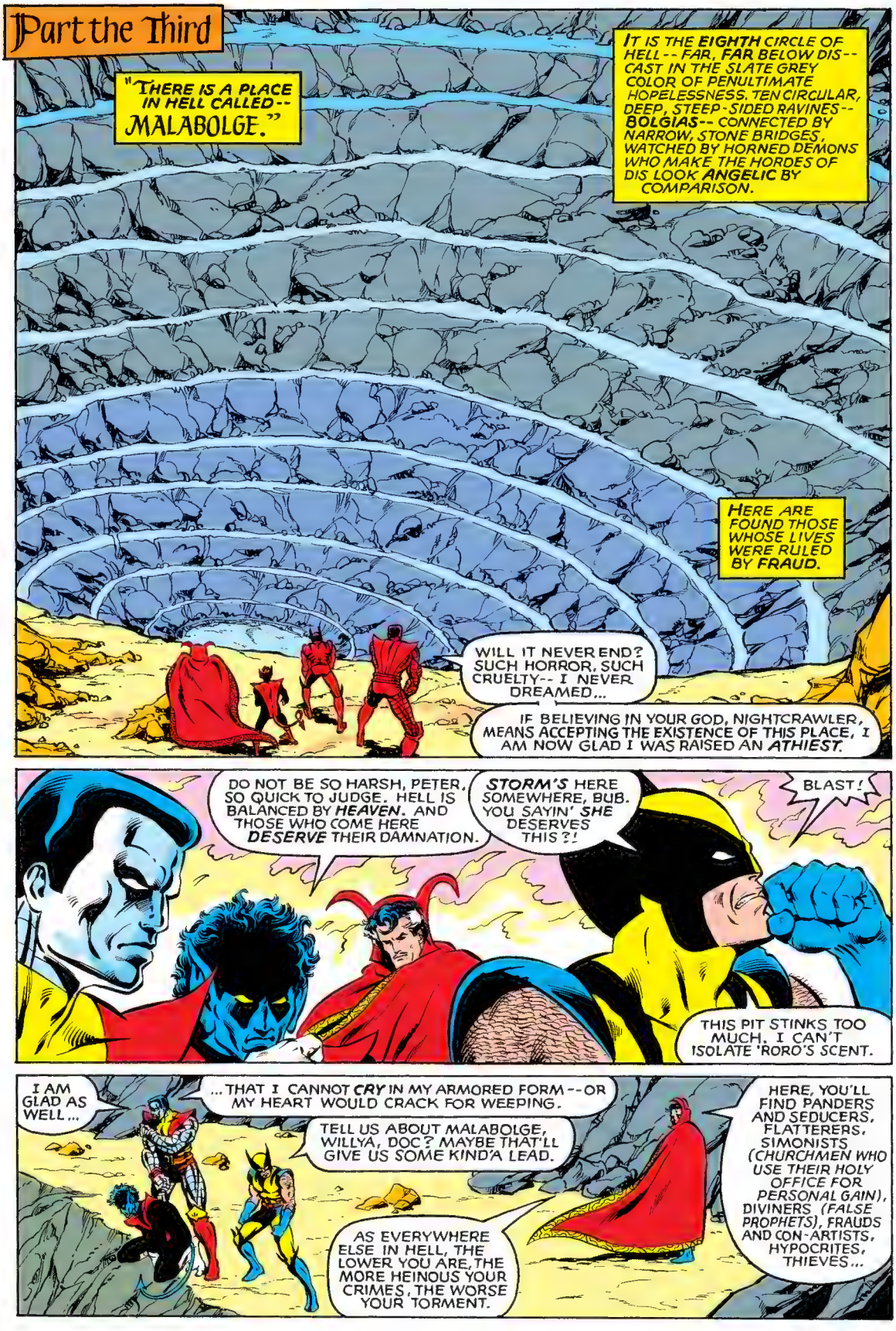

YUP.
WANNA MAKE SOMETHIN OF IT?
THIS AIN'T YOUR FIGHT, DOC. BUT... WE COULD SURE USE YOUR HELP. YOU SEEM TO KNOW YOUR WAY AROUND THIS PLACE.
WILL YOU JOIN US?
MY DEAR WOLVERINE, I WOULDN'T MISS IT FOR THE WORLD.
SOMETHING DOESN'T FIT HERE. DESPITE APPEARANCES, I GET NO PSYCHIC SENSE OF FUNDAMENTAL *EVIL*-- AND OF ALL PLACES, HELL SHOULD REEK OF THAT.
BUT IF THIS ISN'T THE *TRUE* HELL, THEN WHERE ARE WE? WHAT POWER RULES HERE--THAT *MARGALI* WOMAN'S? AND WHY DOES IT-- SHE--*HATE* NIGHTCRAWLER SO?

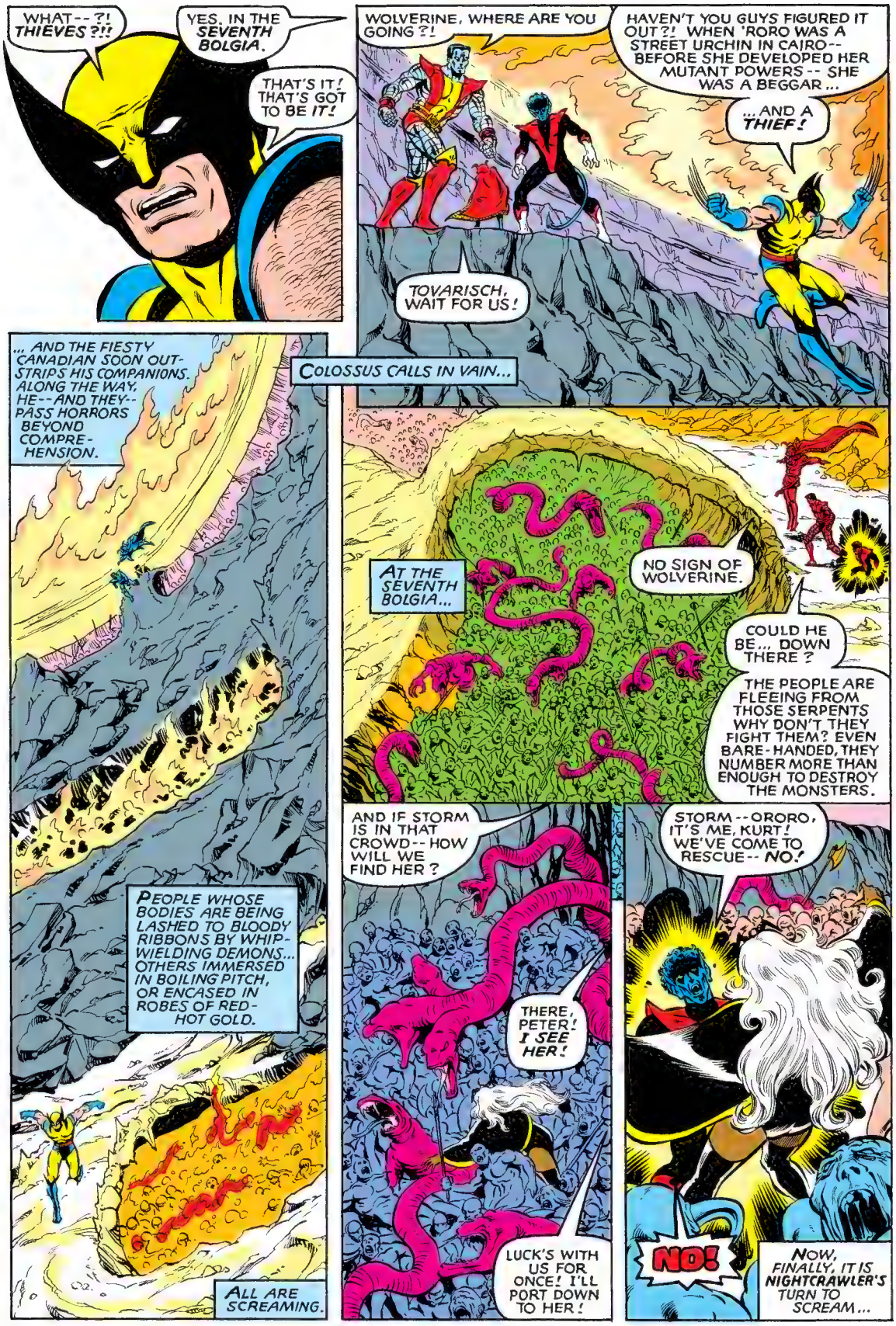

FOR THE MOMENT, THE MAGE KEEPS HIS QUESTIONS TO HIMSELF -- AND THE HEROIC QUARTET BEGIN THEIR DESCENT FROM MINOS' PALACE INTO THE PIT, PAST THE SECOND CIRCLE AND INTO THE THIRD...
...A PLACE OF COLD, REMORSELESS, DRIVING RAIN. HERE RESIDE THE GLUTTONS.
I AIN'T SEEN WEATHER LIKE THIS SINCE ITALY -- THAT BLOODY WINTER BELOW MONTE CASSINO.
I HATED IT THEN. I HATE IT NOW.
I'M PICKIN' UP A FAINT TRACE O' STORM'S SCENT. IT SEEMS TA LEAD STRAIGHT ON. I DON'T THINK SHE'S AROUND HERE.
THIS CIRCLE IS PROTECTED BY THE THREE-HEADED DOG, CERBERUS -- WHOSE NATURE IS AS FOUL AS HIS APPEARANCE.
WOLVERINE -- BEHIND YOU!
Huh?!
BAD MOVE, POOCH!
I'VE BEEN ACHIN' FOR A CHANCE TA USE MY CLAWS SINCE WE HIT THIS BURG.
HERE'S WHERE YOU LEARN SOME MANNERS, BOWSER!
HE RAN AWAY.
CONSIDERING THE OPPOSITION, COLOSSUS...
...I'M HARDLY SURPRISED.
HE'LL THINK TWICE BEFORE HASSLIN' US AGAIN. LET'S HOPE HE SPREADS THE WORD.
WE'RE DOING WELL THUS FAR -- TOO WELL. I DON'T LIKE IT. ARE WE THAT GOOD...
OR ARE WE SIMPLY BEING LURED TO OUR DEATHS, LIKE LAMBS TO THE SLAUGHTER?


THEY PRESS ON THROUGH THE FOURTH CIRCLE -- THE AVARICIOUS -- AND THE FIFTH, A NOISOME BOG, HOME OF THE WRATHFUL, THOSE QUICK TO ANGER, NO MATTER HOW TRIVIAL THE CAUSE.
WITH MY TEMPER, I COULD END UP IN THAT SWAMP WHEN I DIE -- OR SOMEWHERE WORSE LOWER DOWN. SOMETHING TO THINK ABOUT.
I AIN'T ASHAMED OF WHAT I'VE DONE, THOUGH, OR WHAT I AM. WHATEVER COMES, I'LL HANDLE IT. I'LL SURVIVE.
TOVARISCH DOCTOR, IS THAT A... CITY?
IT IS DIS.
BEYOND LIES NETHER HELL.
PREPARE YOURSELVES, MY FRIENDS. WHAT WE'VE SEEN BEFORE IS NOTHING COMPARED TO WHAT LIES AHEAD.
NIGHT-CRAWLER, I DO NOT MEAN TO PRY -- BUT THE TIME HAS COME FOR ANSWERS. WHO IS MARGALI? WHY DID SHE BRING YOU HERE?
WHAT BETTER PLACE TO PUNISH THE MAN WHO KILLED HER FIRST-BORN, HER ONLY SON...
...HIS OWN -- BELOVED -- BROTHER.
YOU DID SUCH A THING?
I DID WHAT HAD TO BE DONE, WHAT I HAD... PROMISED. IF I HAD TO DO IT OVER AGAIN, I WOULD.
THE MISFIT A MURDERER? NO FLAMIN' WAY!
HE AIN'T TELLIN' THE WHOLE STORY. IF HE KILLED MARGALI'S KID, THERE HAS TO BE A REASON.
WHERE DO WE GO FROM HERE, DOC? FEEL THE HEAT O' THOSE WALLS. I'D BE MORE COMFORTABLE STANDIN' IN FRONT OF AN OPEN BLAST FURNACE.
YOU FLEW ME DOWN THAT FIRST CLIFF. CAN'T YOU CARRY US OVER THE CITY?
POSSIBLY. IT DEPENDS ON...
X-MEN -- WE ARE UNDER ATTACK!
KANG!


"THAT'S WHAT I WAS AFRAID OF," STRANGE SAYS GRIMLY.
"A DEMON HORDE, DEFENDING THE WALLS. THEY WILL NOT VOLUNTARILY LET US PASS."
NO PROBLEM. WE'LL SIMPLY "PERSUADE" THE UGLY SUCKERS TO GET OUT OF OUR WAY.
'PORT UP THERE, 'CRAWLER!
BAMF
COLOSSUS-- "FASTBALL SPECIAL!" THROW ME AFTER HIM! LET'S GO, PEOPLE!
IT WON'T BE EASY, WOLVERINE.
WE FACE AN ARMY--
--FOES WITHOUT NUMBER! AND ALTHOUGH THEIR FLESH CAN ENDURE THESE RED-HOT WALLS, OURS CAN-NOT!
STILL, WE HAVE TO TRY.
THEY DO THEIR BEST...
...BUT IT ISN'T GOOD ENOUGH.
AFTER A BRUTAL FIGHT, THE X-MEN'S ASSAULT IS REPULSED.
MUST... TELEPORT TO THE GROUND-- BEFORE I BUILD UP TOO MUCH VELOCITY, OR... LANDING WILL INJURE, PERHAPS KILL, ME.
WE BARELY ESCAPED WITH OUR LIVES. THIS INFERNAL HEAT DRAINS STRENGTH-- AND LIFE-- FROM US, AND THE SLIGHTEST TOUCH OF THESE WALLS CAUSES SEVERE BURNS.
I HAVE YOU, WOLVERINE.
MUCH OBLIGED, DOC.
SO MUCH FOR THAT IDEA. ANYONE ELSE GOT SUGGESTIONS? I'M OUT.
WE CAN'T ATTACK THAT WALL AGAIN.
THAT'S SUICIDE!
WE WILL NOT HAVE TO.

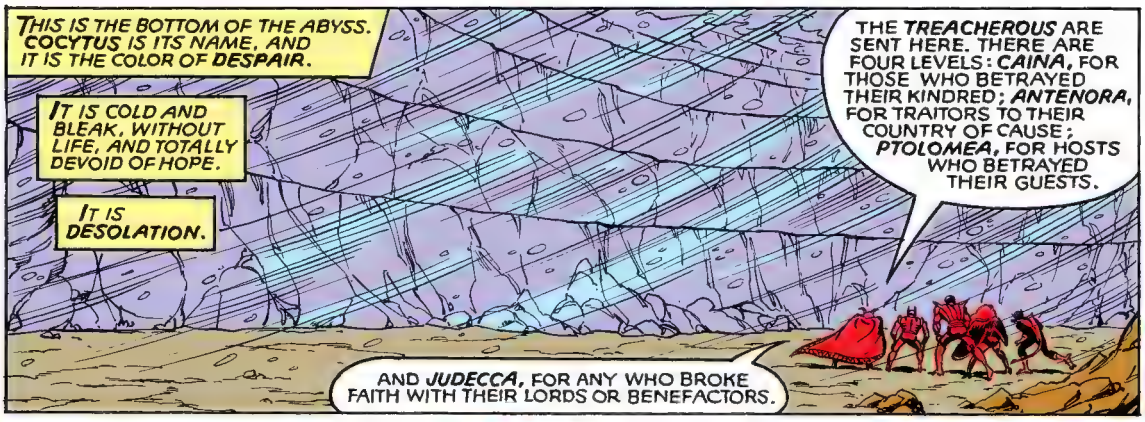

I HAVE FOUND US A GATE.
I--DON'T UNDERSTAND. IT SHOULD BE OPEN!
BE PATIENT, COMRADE.
IT--
--WILL--
--BE!
SKRRRRRRRR
BOOM!
THE DEMONS--THEY'RE FLEEING!
THEY SEEM TERRIFIED OF ME. I WONDER WHY?
BECAUSE, ACCORDING TO DANTE, ONLY ONE BEING COULD OPEN THESE UNHOLY GATES BY FORCE--
COLOSSUS MAY HAVE A PURE, NOBLE SPIRIT--BUT HE IS STILL ONLY HUMAN. IN THE TRUE HELL, HE SHOULD NOT HAVE BEEN ABLE TO SMASH THESE GATES.


Part the Third
"THERE IS A PLACE IN HELL CALLED-- MALABOLGE."
IT IS THE EIGHTH CIRCLE OF HELL -- FAR, FAR BELOW DIS-- CAST IN THE SLATE GREY COLOR OF PENULTIMATE HOPELESSNESS. TEN CIRCULAR, DEEP, STEEP-SIDED RAVINES-- BOLGIAS-- CONNECTED BY NARROW, STONE BRIDGES, WATCHED BY HORNED DEMONS WHO MAKE THE HORDES OF DIS LOOK ANGELIC BY COMPARISON.
HERE ARE FOUND THOSE WHOSE LIVES WERE RULED BY FRAUD.
WILL IT NEVER END? SUCH HORROR, SUCH CRUELTY-- I NEVER DREAMED...
IF BELIEVING IN YOUR GOD, NIGHTCRAWLER, MEANS ACCEPTING THE EXISTENCE OF THIS PLACE, I AM NOW GLAD I WAS RAISED AN ATHIEST.
DO NOT BE SO HARSH, PETER. SO QUICK TO JUDGE. HELL IS BALANCED BY HEAVEN. AND THOSE WHO COME HERE DESERVE THEIR DAMNATION.
STORM'S HERE SOMEWHERE, BUB. YOU SAYIN' SHE DESERVES THIS?!
BLAST!
THIS PIT STINKS TOO MUCH. I CAN'T ISOLATE 'RORO'S SCENT.
I AM GLAD AS WELL...
...THAT I CANNOT CRY IN MY ARMORED FORM -- OR MY HEART WOULD CRACK FOR WEEPING.
TELL US ABOUT MALABOLGE, WILLYA, DOC? MAYBE THAT'LL GIVE US SOME KIND'A LEAD.
AS EVERYWHERE ELSE IN HELL, THE LOWER YOU ARE, THE MORE HEINOUS YOUR CRIMES, THE WORSE YOUR TORMENT.
HERE, YOU'LL FIND PANDERS AND SEDUCERS, FLATTERERS, SIMONISTS (CHURCHMEN WHO USE THEIR HOLY OFFICE FOR PERSONAL GAIN), DIVINERS (FALSE PROPHETS), FRAUDS AND CON-ARTISTS, HYPOCRITES, THIEVES...

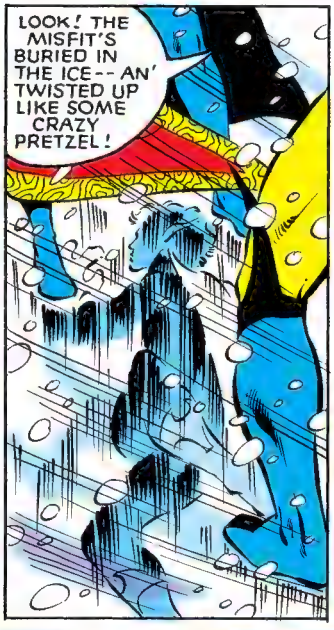

WHAT--?! THIEVES?!!
YES. IN THE SEVENTH BOLGIA.
THAT'S IT! THAT'S GOT TO BE IT!
WOLVERINE, WHERE ARE YOU GOING?!
HAVEN'T YOU GUYS FIGURED IT OUT?! WHEN 'RORO WAS A STREET URCHIN IN CAIRO--BEFORE SHE DEVELOPED HER MUTANT POWERS -- SHE WAS A BEGGAR...
...AND A THIEF!
TOVARISCH, WAIT FOR US!
COLOSSUS CALLS IN VAIN...
...AND THE FIESTY CANADIAN SOON OUTSTRIPS HIS COMPANIONS. ALONG THE WAY, HE--AND THEY--PASS HORRORS BEYOND COMPREHENSION.
AT THE SEVENTH BOLGIA...
NO SIGN OF WOLVERINE.
COULD HE BE... DOWN THERE?
THE PEOPLE ARE FLEEING FROM THOSE SERPENTS WHY DON'T THEY FIGHT THEM? EVEN BARE-HANDED, THEY NUMBER MORE THAN ENOUGH TO DESTROY THE MONSTERS.
PEOPLE WHOSE BODIES ARE BEING LASHED TO BLOODY RIBBONS BY WHIP-WIELDING DEMONS... OTHERS IMMERSED IN BOILING PITCH, OR ENCASED IN ROBES OF RED-HOT GOLD.
ALL ARE SCREAMING.
AND IF STORM IS IN THAT CROWD--HOW WILL WE FIND HER?
THERE, PETER! I SEE HER!
LUCK'S WITH US FOR ONCE! I'LL PORT DOWN TO HER!
STORM--ORORO, IT'S ME, KURT! WE'VE COME TO RESCUE--NO!
NO!
NOW, FINALLY, IT IS NIGHTCRAWLER'S TURN TO SCREAM...

...AS HE FINDS HIS FELLOW X-MAN -- HIS FRIEND -- TRANSFORMED BEYOND RECOGNITION.
IT'S MORE THAN HE CAN STAND...
...AND SO, WHEN SHE LEAPS TO CLAW HIS EYES OUT...
...HE DOES NOT EVEN TRY TO DEFEND HIMSELF.
FORTUNATELY, HE DOES NOT HAVE TO.
WHA--?! BANDS OF CRIMSON ENERGY!
I CAN'T MOVE!
QUICKLY, THE TWO ARE BOUND BY THE CRIMSON BANDS OF CYTTORAK CONJURED BY DR. STRANGE...
... AND DRAWN OUT OF THE RAVINE.
OH, STORM -- WHAT HAS HAPPENED TO YOU?
WHAT I MOST FEARED, MY YOUNG FRIEND. THIS HARRIDAN IS NOT ORORO, THOUGH SHE WEARS HER CLOTHES.
NOT--?! WHERE IS SHE, WITCH?!
ANSWER ME!
TELL US WHAT YOU'VE DONE WITH STORM, OR BY ALL I HOLD DEAR, I'LL--!
LEAVE HER BE, PETEY.
SHE ONLY DID WHAT COMES NATURALLY IN THIS PLACE.
YOU WANT 'RORO?
HERE SHE IS.
SOME SERPENTS BURN THEIR VICTIMS TO ASHES. OTHERS MERGE WITH THEM, BECOMING PART-HUMAN, PART-MONSTER.
STILL OTHERS, WITH THEIR BITE, TRANSMUTE THEIR VICTIMS INTO SERPENTS, AND THEMSELVES INTO PEOPLE. SO IT MUST HAVE BEEN WITH STORM.
THAT IS WHY NO ONE FIGHTS THE SERPENTS, COLOSSUS. BECAUSE THEY CANNOT WIN.
HOW DO WE CHANGE HER BACK, DOC?

ARE YOU SURE THIS IS TRULY STORM?
SCENT'S RIGHT. FEEL'S RIGHT. I'LL GUARANTEE IT.
THEN... LET HER BITE THE WOMAN.
AND MAY THE VISHANTI HAVE MERCY ON BOTH THEIR SOULS.
THE METAMORPHOSIS IS QUICK, BUT FAR FROM PLEASANT -- EVEN FOR DR. STRANGE, WHO HAS MET AND FOUGHT DEATH AND ETERNITY, AND WHO WITNESSED CREATION...
...AND FOR WOLVERINE, WHO IS NO STRANGER TO THE GRIM REAPER HIMSELF.
ALL ARE THANKFUL WHEN THE ORDEAL IS OVER.
THERE, THERE, MY CHILD. IT'S ALL RIGHT.
I... I... MELTED!
I... LANDED HARD -- WAS STUNNED. L-LIZARD BIT ME... AND I... BECAME A LIZARD! SMALL... UNSPEAKABLY FOUL -- NO MIND. THINGS I DID... THINGS I SAW -- HORRIBLE!
I KNOW. ARE YOU ALL RIGHT, ORORO?
GETTING THERE. SLOWLY...
...BUT... SURELY.
SHE TRIES A SMILE -- AND SURPRISES HERSELF BY SUCCEEDING.
WHEN SHE'S RESTED, THE DESCENT CONTINUES...
...OUT OF MALABOLGE...
... AND PAST THE GIANTS -- NIMROD, EPHIALTES, BRIAREUS AND ANTAEUS --
-- THE TITANS OF ANTIQUITY, SPIRITS OF THE EARTH WHO STAND SENTINAL OVER THE NINTH, AND LAST, CIRCLE OF HELL. AND OVER THE RULER OF THIS INFERNAL PIT:
SATAN!
THE X-MEN'S JOURNEY HAS NEARLY ENDED. THE HORROR HAS ONLY JUST BEGUN.


THIS IS THE BOTTOM OF THE ABYSS. COCYTUS IS ITS NAME, AND IT IS THE COLOR OF DESPAIR.
IT IS COLD AND BLEAK, WITHOUT LIFE, AND TOTALLY DEVOID OF HOPE.
IT IS DESOLATION.
THE TREACHEROUS ARE SENT HERE. THERE ARE FOUR LEVELS: CAINA, FOR THOSE WHO BETRAYED THEIR KINDRED; ANTENORA, FOR TRAITORS TO THEIR COUNTRY OF CAUSE; PTOLOMEA, FOR HOSTS WHO BETRAYED THEIR GUESTS.
AND JUDECCA, FOR ANY WHO BROKE FAITH WITH THEIR LORDS OR BENEFACTORS.

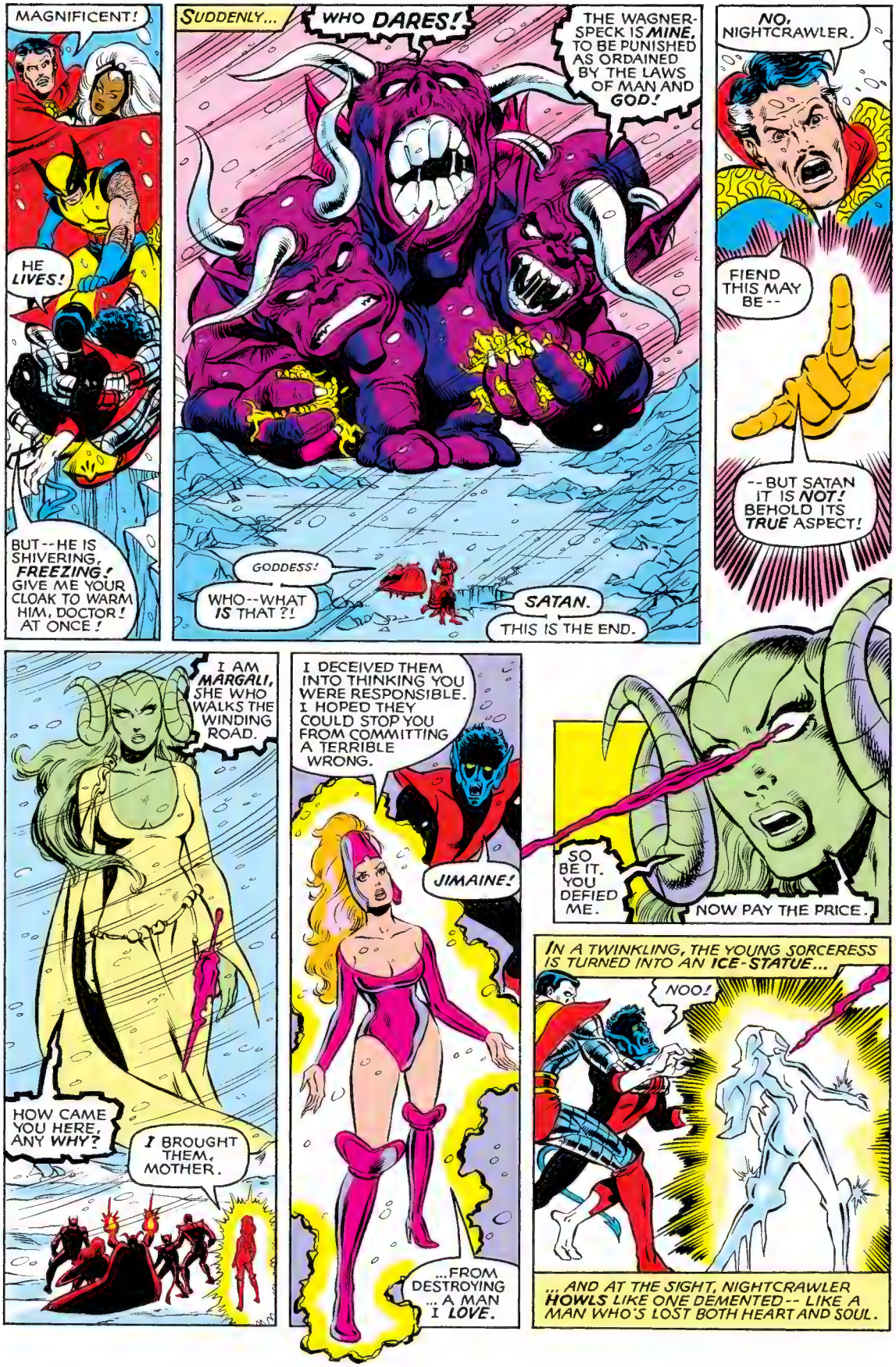
THEY PASS THROUGH THE FIRST THREE LEVELS WITHOUT INCIDENT, AND THEN...
AHHRRR--
NIGHTCRAWLER!

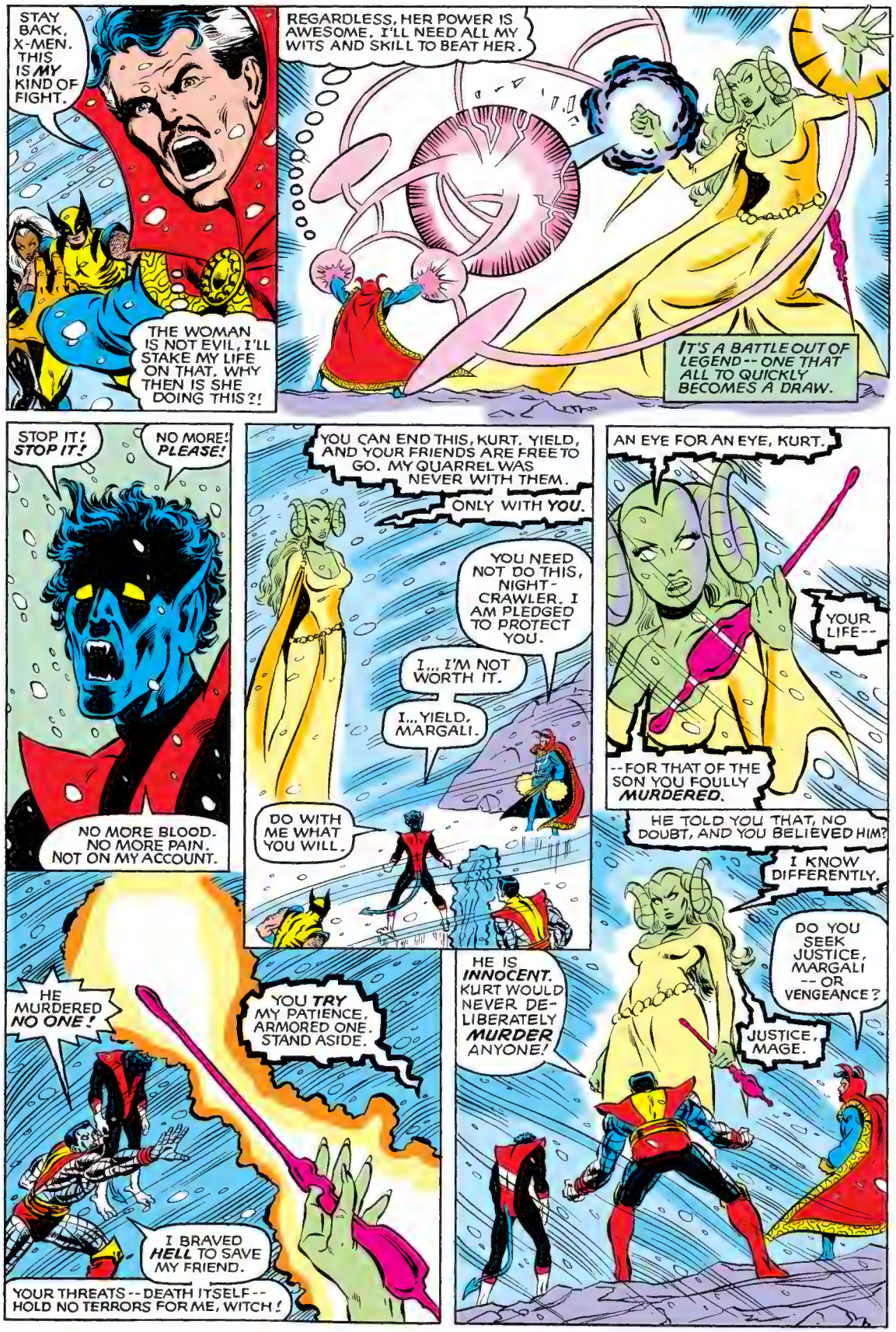

LOOK! THE MISFIT'S BURIED IN THE ICE-- AN' TWISTED UP LIKE SOME CRAZY PRETZEL!

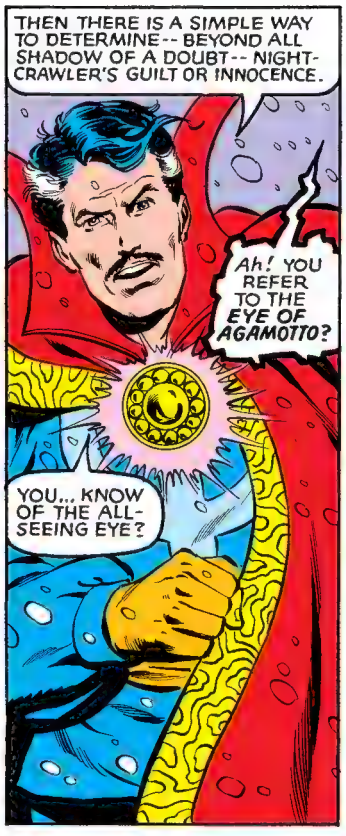
WE GOTTA GET HIM OUT BEFORE HE SUFFOCATES, OR FREEZES!
THEY MAKE A VALIANT ATTEMPT...
... BUT NEITHER MYSTIC SPELLS, NOR MUTANT LIGHTNING BOLTS, NOR ADAMANTIUM CLAWS HAVE ANY EFFECT ON THE GERMAN-BORN X-MAN'S ICY PRISON.

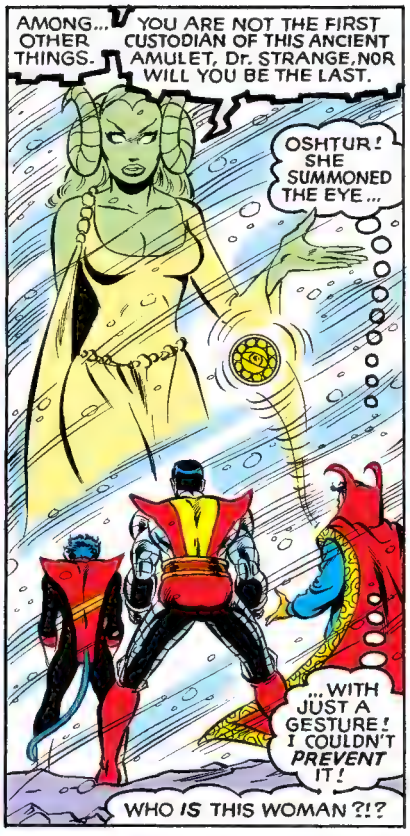
LET ME TRY, MY FRIENDS.
PETEY--?!
IF THE STRENGTH, THE POWER OF COLOSSUS MEANS ANYTHING--IF JUSTICE AND HONOR AND FRIENDSHIP MEAN ANYTHING--

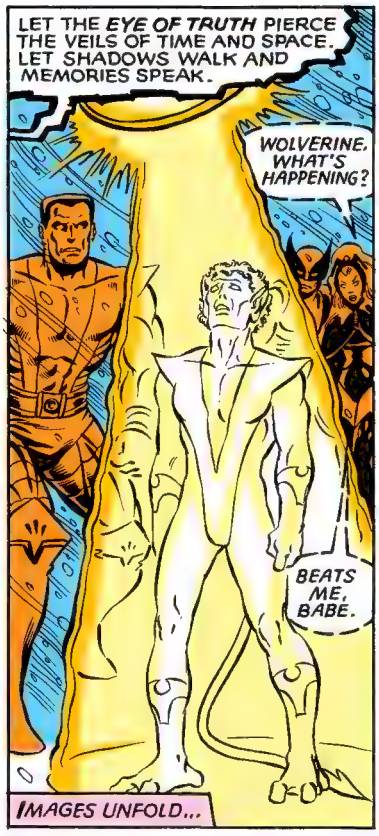
--THEN NIGHTCRAWLER WILL BE FREE!


MAGNIFICENT!
HE LIVES!
BUT--HE IS SHIVERING, FREEZING! GIVE ME YOUR CLOAK TO WARM HIM, DOCTOR! AT ONCE!
SUDDENLY...
WHO DARES!
THE WAGNER-SPECK IS MINE, TO BE PUNISHED AS ORDAINED BY THE LAWS OF MAN AND GOD!
GODDESS!
WHO--WHAT IS THAT?!
SATAN.
THIS IS THE END.
NO, NIGHTCRAWLER.
FIEND THIS MAY BE--
--BUT SATAN IT IS NOT! BEHOLD ITS TRUE ASPECT!
I AM MARGALI, SHE WHO WALKS THE WINDING ROAD.
HOW CAME YOU HERE, ANY WHY?
I BROUGHT THEM, MOTHER.
I DECEIVED THEM INTO THINKING YOU WERE RESPONSIBLE. I HOPED THEY COULD STOP YOU FROM COMMITTING A TERRIBLE WRONG.
JIMAINE!
...FROM DESTROYING ... A MAN I LOVE.
SO BE IT. YOU DEFIED ME.
NOW PAY THE PRICE.
IN A TWINKLING, THE YOUNG SORCERESS IS TURNED INTO AN ICE-STATUE...
NOO!
... AND AT THE SIGHT, NIGHTCRAWLER HOWLS LIKE ONE DEMENTED -- LIKE A MAN WHO'S LOST BOTH HEART AND SOUL.


STAY BACK, X-MEN. THIS IS MY KIND OF FIGHT.
THE WOMAN IS NOT EVIL, I'LL STAKE MY LIFE ON THAT. WHY THEN IS SHE DOING THIS?!
REGARDLESS, HER POWER IS AWESOME. I'LL NEED ALL MY WITS AND SKILL TO BEAT HER.
IT'S A BATTLE OUT OF LEGEND -- ONE THAT ALL TO QUICKLY BECOMES A DRAW.
STOP IT! STOP IT!
NO MORE! PLEASE!
NO MORE BLOOD. NO MORE PAIN. NOT ON MY ACCOUNT.
YOU CAN END THIS, KURT. YIELD, AND YOUR FRIENDS ARE FREE TO GO. MY QUARREL WAS NEVER WITH THEM.
ONLY WITH YOU.
YOU NEED NOT DO THIS, NIGHT-CRAWLER. I AM PLEDGED TO PROTECT YOU.
I... I'M NOT WORTH IT.
I... YIELD, MARGALI.
DO WITH ME WHAT YOU WILL.
AN EYE FOR AN EYE, KURT.
YOUR LIFE--
--FOR THAT OF THE SON YOU FOULLY MURDERED.
HE TOLD YOU THAT, NO DOUBT, AND YOU BELIEVED HIM?
I KNOW DIFFERENTLY.
DO YOU SEEK JUSTICE, MARGALI -- OR VENGEANCE?
JUSTICE, MAGE.
HE IS INNOCENT. KURT WOULD NEVER DE-LIBERATELY MURDER ANYONE!
HE MURDERED NO ONE!
YOU TRY MY PATIENCE, ARMORED ONE. STAND ASIDE.
I BRAVED HELL TO SAVE MY FRIEND.
YOUR THREATS -- DEATH ITSELF -- HOLD NO TERRORS FOR ME, WITCH!

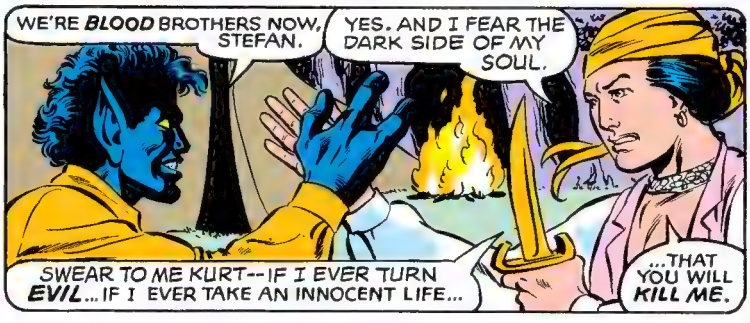

THEN THERE IS A SIMPLE WAY TO DETERMINE-- BEYOND ALL SHADOW OF A DOUBT-- NIGHT-CRAWLER'S GUILT OR INNOCENCE.
AH! YOU REFER TO THE EYE OF AGAMOTTO?
YOU... KNOW OF THE ALL-SEEING EYE?


AMONG... OTHER THINGS.
YOU ARE NOT THE FIRST CUSTODIAN OF THIS ANCIENT AMULET, Dr. STRANGE, NOR WILL YOU BE THE LAST.
OSHTUR! SHE SUMMONED THE EYE...
...WITH JUST A GESTURE! I COULDN'T PREVENT IT!
WHO IS THIS WOMAN?!?

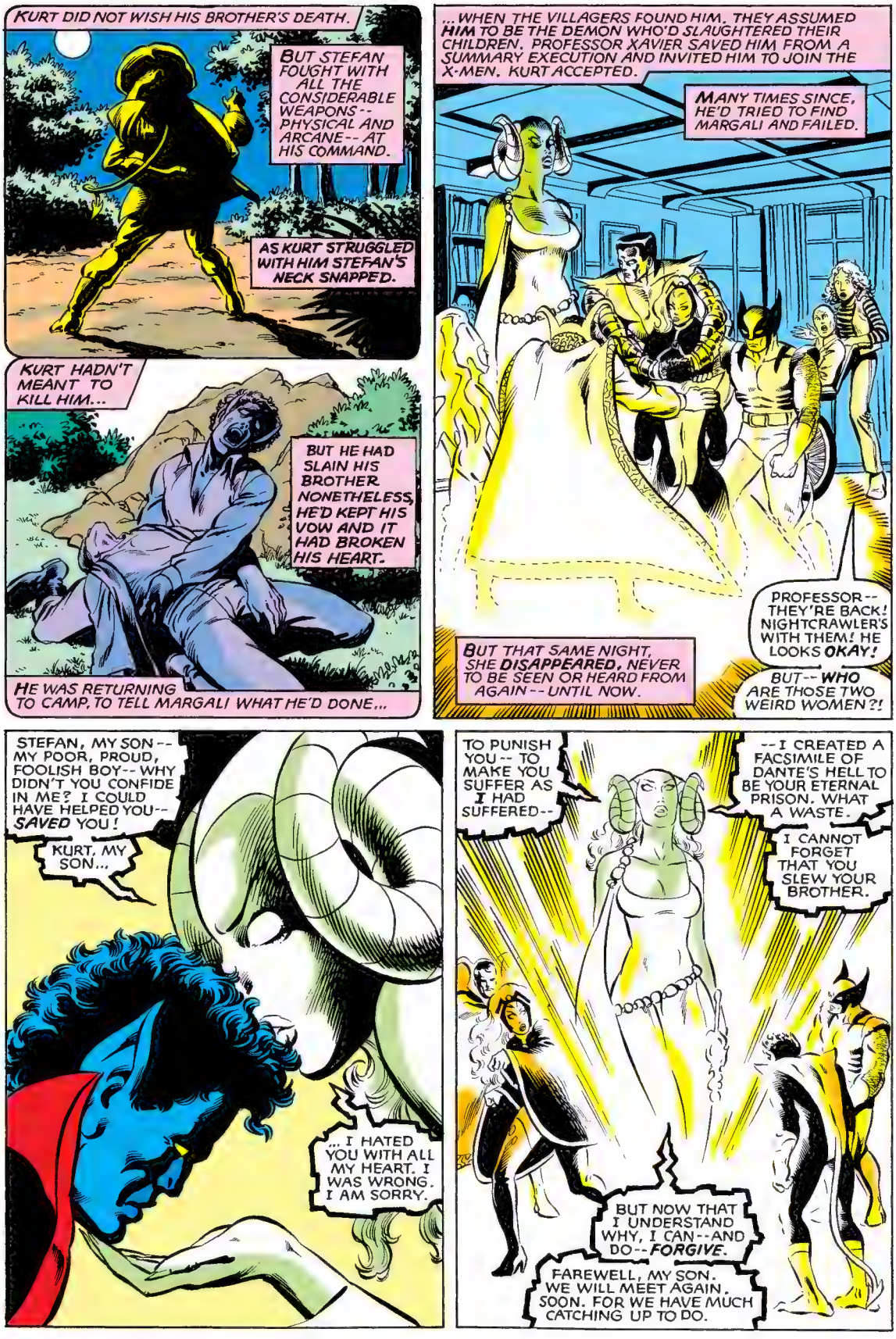

LET THE EYE OF TRUTH PIERCE THE VEILS OF TIME AND SPACE. LET SHADOWS WALK AND MEMORIES SPEAK.
WOLVERINE, WHAT'S HAPPENING?
BEATS ME, BABE.
IMAGES UNFOLD...

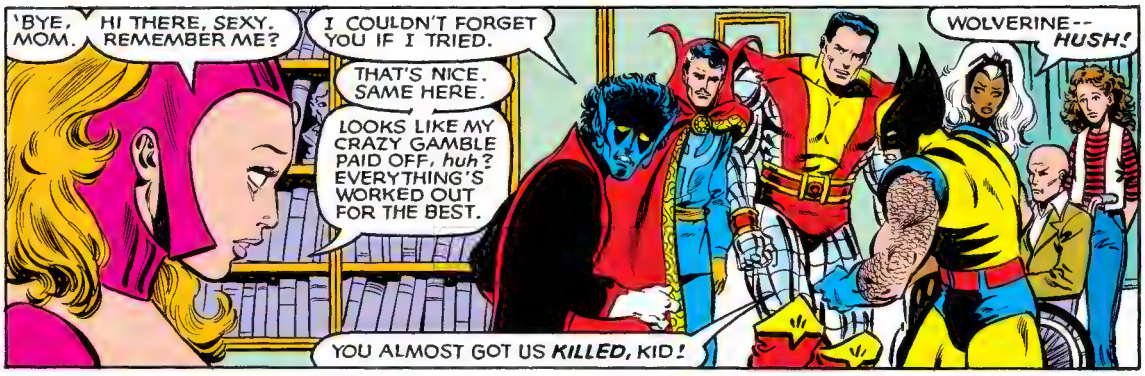
...THE INFANT KURT WAGNER-- BARELY AN HOUR OLD-- FOUND BESIDE HIS DYING MOTHER, TAKEN IN BY THE GYPSY WITCH-QUEEN MARGALI SZARDOS, AND RAISED AS ONE OF HER OWN.
NEVER DID THREE CHILDREN LOVE EACH OTHER AS DID KURT, JEMAINE, AND MARGALI'S FIRST-BORN, STEFAN.

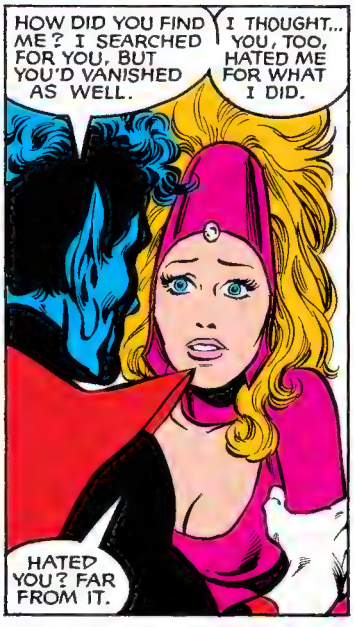
KURT WORSHIPPED HIS OLDER BROTHER. HE WOULD HAVE WILLINGLY DIED FOR HIM. HE WAS ASKED TO DO MUCH WORSE.


WE'RE BLOOD BROTHERS NOW, STEFAN.
YES. AND I FEAR THE DARK SIDE OF MY SOUL.
SWEAR TO ME KURT--IF I EVER TURN EVIL... IF I EVER TAKE AN INNOCENT LIFE...
...THAT YOU WILL KILL ME.

KURT LAUGHED-- UNTIL HE SAW THAT HIS BROTHER WASN'T JOKING. HE SWORE THE OATH.
ON HIS HONOR. ON HIS IMMORTAL SOUL.
AND SO IT CAME TO PASS, YEARS LATER, OUTSIDE THE BAVARIAN VILLAGE OF WINZELDORF, THAT STEFAN KILLED-- CRUELLY, WANTONLY-- AND KURT FOUGHT TO STOP HIM FROM KILLING AGAIN.


KURT DID NOT WISH HIS BROTHER'S DEATH.
BUT STEFAN FOUGHT WITH ALL THE CONSIDERABLE WEAPONS -- PHYSICAL AND ARCANE -- AT HIS COMMAND.
AS KURT STRUGGLED WITH HIM STEFAN'S NECK SNAPPED.
KURT HADN'T MEANT TO KILL HIM...
BUT HE HAD SLAIN HIS BROTHER. NONETHELESS, HE'D KEPT HIS VOW AND IT HAD BROKEN HIS HEART.
HE WAS RETURNING TO CAMP, TO TELL MARGALI WHAT HE'D DONE...
...WHEN THE VILLAGERS FOUND HIM, THEY ASSUMED HIM TO BE THE DEMON WHO'D SLAUGHTERED THEIR CHILDREN. PROFESSOR XAVIER SAVED HIM FROM A SUMMARY EXECUTION AND INVITED HIM TO JOIN THE X-MEN. KURT ACCEPTED.
MANY TIMES SINCE, HE'D TRIED TO FIND MARGALI AND FAILED.
BUT THAT SAME NIGHT, SHE DISAPPEARED, NEVER TO BE SEEN OR HEARD FROM AGAIN -- UNTIL NOW.
PROFESSOR -- THEY'RE BACK! NIGHTCRAWLER'S WITH THEM! HE LOOKS OKAY!
BUT -- WHO ARE THOSE TWO WEIRD WOMEN?!
STEFAN, MY SON -- MY POOR, PROUD, FOOLISH BOY -- WHY DIDN'T YOU CONFIDE IN ME? I COULD HAVE HELPED YOU -- SAVED YOU!
KURT, MY SON...
... I HATED YOU WITH ALL MY HEART. I WAS WRONG. I AM SORRY.
TO PUNISH YOU -- TO MAKE YOU SUFFER AS I HAD SUFFERED --
-- I CREATED A FACSIMILE OF DANTE'S HELL TO BE YOUR ETERNAL PRISON. WHAT A WASTE.
I CANNOT FORGET THAT YOU SLEW YOUR BROTHER.
BUT NOW THAT I UNDERSTAND WHY, I CAN -- AND DO -- FORGIVE.
FAREWELL, MY SON. WE WILL MEET AGAIN. SOON. FOR WE HAVE MUCH CATCHING UP TO DO.


'BYE, MOM.
HI THERE, SEXY. REMEMBER ME?
I COULDN'T FORGET YOU IF I TRIED.
THAT'S NICE. SAME HERE.
LOOKS LIKE MY CRAZY GAMBLE PAID OFF, huh? EVERYTHING'S WORKED OUT FOR THE BEST.
WOLVERINE-- HUSH!
YOU ALMOST GOT US KILLED, KID!

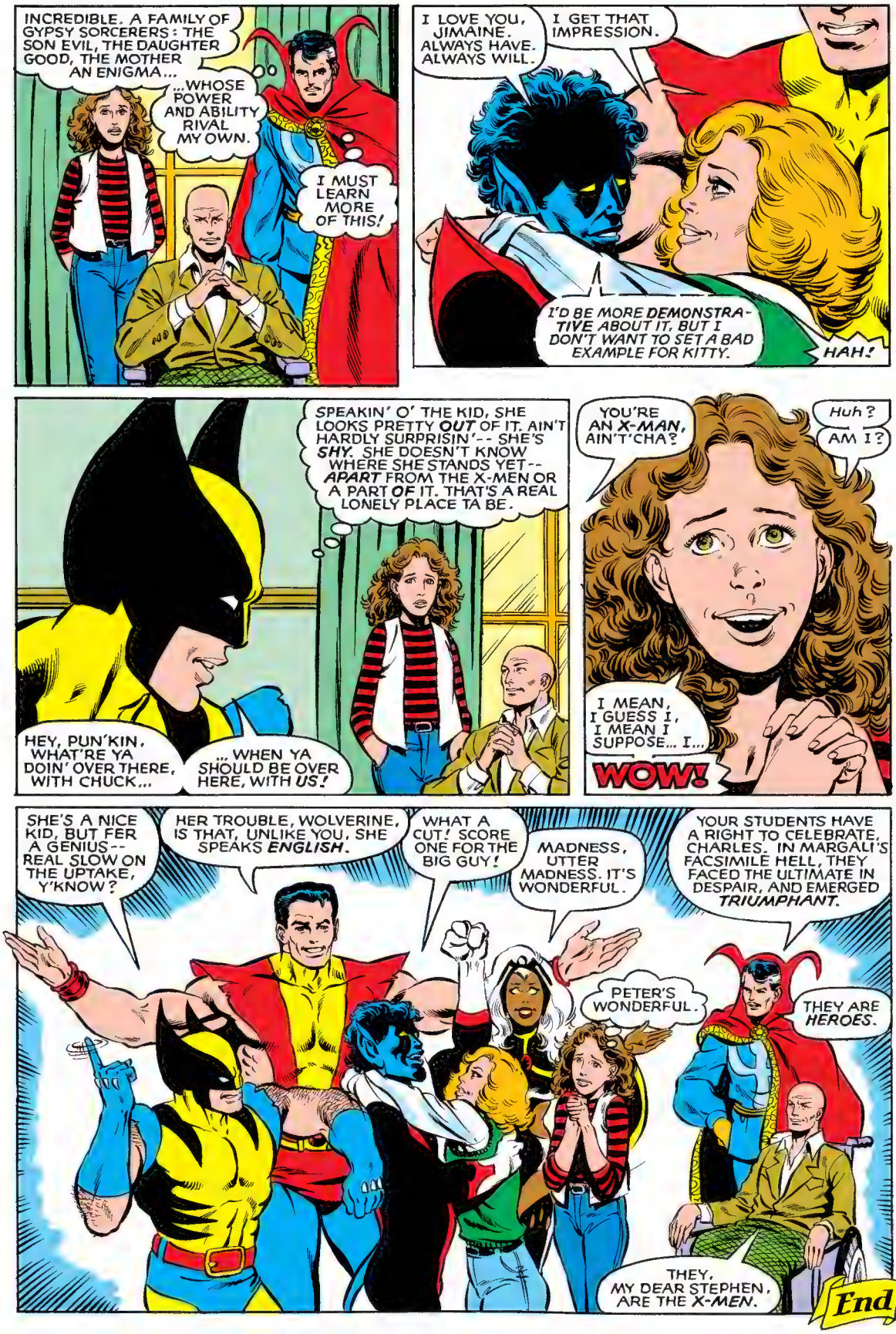

HOW DID YOU FIND ME? I SEARCHED FOR YOU, BUT YOU'D VANISHED AS WELL.
I THOUGHT... YOU, TOO, HATED ME FOR WHAT I DID.
HATED YOU? FAR FROM IT.

I HAVE A CONFESSION, KURT. THESE LAST MONTHS, I'VE BEEN A LOT CLOSER THAN YOU THINK...
...AS AMANDA SEFTON.

AMANDA? KURT-- YOUR GIRL FRIEND!
OBOY!

THIS IS TOO FANTASTIC TO BE TRUE! NO WONDER MY REAL APPEARANCE NEVER STARTLED YOU! ALL THIS TIME-- THROUGH ALL WE'VE DONE TOGETHER-- AND I NEVER SUSPECTED!
ARE YOU ANGRY WITH ME?

I SUPPOSE I SHOULD BE, BUT I FEEL TOO HAPPY!
WHAT A BIRTHDAY PRESENT!
I NEVER ACCEPTED-- LIKE MOM DID-- THAT YOU KILLED STEFAN IN COLD BLOOD. I GOT CLOSE TO YOU-- AS AMANDA-- TO LEARN THE TRUTH.
BUT EVEN AFTER I BECAME CONVINCED, I COULDN'T SWAY MOTHER.
BOY, SHE CAN BE STUBBORN SOMETIMES!
I WAS DESPERATE. SO, WHEN SHE MADE HER MOVE, I MADE MINE. THE REST IS HISTORY. I REALLY AM SORRY, X-MEN-- IF THERE'D BEEN ANY OTHER WAY...


INCREDIBLE. A FAMILY OF GYPSY SORCERERS: THE SON EVIL, THE DAUGHTER GOOD, THE MOTHER AN ENIGMA...
...WHOSE POWER AND ABILITY RIVAL MY OWN.
I MUST LEARN MORE OF THIS!
I LOVE YOU, JIMAINE. ALWAYS HAVE. ALWAYS WILL.
I GET THAT IMPRESSION.
I'D BE MORE DEMONSTRATIVE ABOUT IT, BUT I DON'T WANT TO SET A BAD EXAMPLE FOR KITTY.
HAH!
SPEAKIN' O' THE KID, SHE LOOKS PRETTY OUT OF IT. AIN'T HARDLY SURPRISIN'-- SHE'S SHY. SHE DOESN'T KNOW WHERE SHE STANDS YET-- APART FROM THE X-MEN OR A PART OF IT. THAT'S A REAL LONELY PLACE TA BE.
HEY, PUN'KIN, WHAT'RE YA DOIN' OVER THERE, WITH CHUCK...
... WHEN YA SHOULD BE OVER HERE, WITH US!
YOU'RE AN X-MAN, AIN'T'CHA?
Huh?
AM I?
I MEAN, I GUESS I, I MEAN I SUPPOSE... I...
WOW!
SHE'S A NICE KID, BUT FER A GENIUS-- REAL SLOW ON THE UPTAKE, Y'KNOW?
HER TROUBLE, WOLVERINE, IS THAT, UNLIKE YOU, SHE SPEAKS ENGLISH.
WHAT A CUT! SCORE ONE FOR THE BIG GUY!
MADNESS, UTTER MADNESS. IT'S WONDERFUL.
YOUR STUDENTS HAVE A RIGHT TO CELEBRATE, CHARLES. IN MARGALI'S FACSIMILE HELL, THEY FACED THE ULTIMATE IN DESPAIR, AND EMERGED TRIUMPHANT.
PETER'S WONDERFUL.
THEY ARE HEROES.
THEY, MY DEAR STEPHEN, ARE THE X-MEN.
End

# X-MAIL

c/o MARVEL COMICS GROUP
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New York, New York 10022

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ASSISTANT EDITOR

**Whew! You folks don't kid around! We received so many impassioned epistles about the *"Fate of the Phoenix!"* story in X-MEN #137 (more letters than any ish of X-MEN ever — but who's counting?) that we just had to include an X-tra page of letters here in the Annual to handle the overflow. Read on..**

Mr. Claremont:
You stink, Murderer!

David Champagne
9 Bel-Air Ave.
West Warwick, RI 01893

Greetings,
I congratulate you all on one of the most beautiful artistic works I have ever enjoyed. I also commend your courage —"The Fate of the Phoenix" will surely be protested by many. Yet, it should have been expected by us as well as Scott. The last page was a fitting end to Jean Grey's tale; one of sadness *and* hope, as are all truly great stories. The X-MEN handles the pain of the inevitable with enchanted grace. There is much nobility to this tragedy and little blame. I hope everyone perceives that, but there is much foreshadowing of accusations and guilt. Especially between Xavier and Lilandra.

J.R.R. Tolkein slad it in Book 6, Chapter IX, *The Return of the King, The Lord of the Rings,* Frodo to Sam: "It must often be so, Sam, when things are in danger! Someone has to give them up, lose them, so that others may keep them."

Laura Cooksey
Rte. 5
Paris, KY 40361

To Whom It May Concern:
In the letter column, I have often read that the intent of this book is to share its fantasy with the reader, and, if possible, move them to some little insight of the human condition. I accepted this offer. The X-MEN became a part of my relaxation — something to read at quiet times, something to muse upon during those moments when fancy may take the place of reason. Perhaps I may be forgiven for perceiving the characters as more than drawn figures; could any Marvel reader be moved to analyze a tale, and even send in such work, unless the story's people somehow "lived" for him or her?

In Jean Grey, this magazine tried to capture a joyous humanity. I liked her. I was fascinated as you studied her slow corruption. Her joy and her fear, and the fear and confusion of her friends all seemed real. The stage was perfectly set and the drama was gripping. And then — nothing. Her death alone would have been shocking; the way it was handled made it seem... wrong. There had been an epic struggle between her humanity and her inhumanity, but neither of these forces triumphed. All of a sudden, the character study ended and reality — the fake reality of the comic universe — intruded and slew her. The epic had been developing for years; the crime for which Jean died was two issues old. Maybe her self-sacrifice was meant to mark a personal victory; but, one recalls that the "cosmic" forces which brought on this tragedy are simply comic book creations, and in actuality her death merely drains life and joy from a beloved monthly magazine. Jean Grey/Phoenix, for all her previous greatness and terribleness, died a sudden and empty death.

I do not know whether the death was planned by writer, artist, editor or whomsoever. I do not know whether it was a chaotic accident of the industry. I know little of comics; I merely buy them for pleasure. The fatalism of this fantasy is not for me. I like to think that each person most enjoys tales where his or her hero or opinion triumphs; it is the way I feel. Good-bye, sirs; our business is concluded. My only hope is that I have not overly bored the "gopher" who has read this.

Lucius Dario
(no address)

To Those Responsible:
"Power corrupts, and absolute power corrupts absolutely."
The saying is old but the total implication of its meaning has yet to be fully realized, let alone proven. X-MEN #137 is a case in point.

At first reading a few hours ago, my mind's retrieval system immediately drew on the old, reliable "Power = corruption" proverb. Jean Grey gains the awesome power that is Phoenix and cannot handle it. She is mortal and therefore not able to cope with the range and needs her Power encompasses and demands. Basically a very simple idea.

Then came the second thoughts, the underlying images implanted by one skilled in the art of manipulating the English language and the interpretation of human emotion. I found myself wondering just exactly what did I "see" in X-MEN #137. True, absolute power was the deciding factor of the story. But absolute power over what?

Absolute power over the universe around us is a dream. It has yet to be achieved. We are and always have been victims of the events around us. They shape and form us in the manner which is more prevalent in today's society, they feed us on what is acceptable. Or at least they try. Perhaps the single area where a man can say he has absolute power is that of his being, his essence if you will. If a man has faith and courage in his convictions he has the power absolute over the way he interprets the things that are supposed to shape his life. All too often in this day and age, a man has no idea what conviction is, what it means to fight for what you truly, truly believe in.

In #137, Jean is confronted with the ultimate challenge of conviction. That of giving her life for that which she believes she truly is. And in allowing herself to be slain, she displayed absolute power that does not corrupt absolutely. If Dark Phoenix was absolute, Jean would never have been able to die human. In the end it came down to a battle of absolutes, power vs. conviction, the easy way vs. the hard. To die human. That about sums it up.

I have no doubt but that you will get scads of letters from people who will accuse you of killing off the only female character that has cosmic scope. I pity their short-sightedness. Allowing Dark Phoenix to merely submerge, only to re-emerge annually and become blatantly boring would have been the easy way. You would not really have offended anyone and it would have been a nice, safe move. I loved Jean Grey as I love all the X-Men (maybe a little more) and I will miss her input and her character. The hole it will leave in the X-Men is going to be enormously hard to fill and I wish you luck. I have no doubts, but I wish you luck.

In closing, I would like to state that John Byrne is one of the masters of the pencil, as is Terry Austin of the inks. Without the team you have, X-MEN would never have reached the heights, nor stayed there as long as they have. I can't say enough about Chris' scripting. It turns me a rather Hulkish shade of green. Someday.

"The Fate of the Phoenix" was a moving and intelligent piece. I congratulate you and thank you for taking the hard way.

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# THE UNCANNY X-MEN™

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™

CHRIS CLAREMONT WRITER | JOHN BYRNE PLOT-PENCILS | TERRY AUSTIN INKER | TOM ORZECHOWSKI, letterer GLYNIS WEIN, colorist | LOUISE JONES EDITOR | JIM SHOOTER Ed. in CHIEF

## ...SOMETHING WICKED THIS WAY COMES!

ANGEL -- LOOK OUT!

HOLY CATS!

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TO THE WORLD AT LARGE, PROFESSOR XAVIER'S **SCHOOL FOR GIFTED YOUNGSTERS** IS A SOMEWHAT RECLUSIVE, VERY EXCLUSIVE, WELL-RESPECTED PRIVATE ACADEMY FOR BUDDING YOUNG GENIUSES, LOCATED IN THE UPPER-MIDDLE CLASS, SUBURBAN ENVIRONS OF NEW YORK'S **WESTCHESTER COUNTY.** BUT TO THE STUDENTS ENROLLED IN XAVIER'S SCHOOL, IT IS THAT-- AND MUCH, MUCH **MORE.**

YOU SEE, THEY ARE ALL **MUTANTS,** EACH POSSESSING SUPER-POWERS THAT SET THEM APART FROM THE REST OF HUMANITY. TOGETHER, THEY COMPRISE THE UNCANNY **X-MEN.**

ANGEL, BE CAREFUL! YOU'RE HEADING STRAIGHT FOR **NIGHT-CRAWLER!**

HUH--?!?

AND HERE, IN THE SCHOOL'S HUGE **DANGER ROOM,** THEIR MUTANT ABILITIES--BOTH AS INDIVIDUALS AND AS A FIGHTING TEAM--ARE HONED TO A RAZOR-KEEN EDGE.

BWHAM!

I AM SORRY, MY MECHANICAL FRIEND. FOR ALL YOUR COMPUTER-IZED STRENGTH AND SPEED...

...YOU ARE STILL NO MATCH FOR THE ARMORED MIGHT OF **COLOSSUS.**

IT'S NO GOOD, STORM!

THEY'RE GONNA **COLLIDE!**

OVERSEEING THE MAYHEM IS THE TEAM'S FOUNDER AND MENTOR, **PROFESSOR CHARLES XAVIER**...

...AND ITS NEWEST, YOUNGEST MEMBER, **KITTY PRYDE**. THIS IS THE FIRST TIME SHE'S SEEN THE DANGER ROOM IN OPERATION. SHE'S SUITABLY... IMPRESSED.

UNNNF!

I WAS AFRAID OF THIS.

Oh, NO!

ANGEL IS BADLY OUT OF TRAINING. AND HIS LACK OF SKILL IS ENDANGERING HIS FELLOW X-MEN.

NIGHTCRAWLER--! I KNOCKED HIM OFF HIS TRAPEZE--RIGHT TOWARDS THAT FIRE PIT! HE ISN'T ***TELEPORTING*** TO SAFETY; I MUST HAVE ***STUNNED*** HIM!

HE'S TOO FAR AWAY! I'LL NEVER REACH HIM IN TIME!

PROFESSOR, SHUT DOWN THE DANGER ROOM--***NOW!***

...AND, IN LESS TIME THAN IT TAKES TO TELL...

HAPPY LANDINGS, MISFIT.

DON'T SAY I NEVER DID YOU ANY FAVORS.

DON'T GET YERSELF IN AN UPROAR, BLONDIE. THE SITUATION--TO COIN A PHRASE--IS WELL IN HAND. ***MY*** HANDS, AS A MATTER O'FACT.

WATCH!

***WITH UNBELIEVABLE SPEED, WOLVERINE LASHES OUT WITH THE RETRACTABLE CLAWS THAT EXTRUDE FROM THE BACKS OF HIS HANDS, THE MIRACLE METAL SLASHES THROUGH THE ROOM'S OMNIUM STEEL WALL LIKE IT WAS MADE OF PAPER...***

WH-WHAT HIT ME...? WHERE-- ***AM I ?!!***

WITH A "BAMF" OF IMPLODING AIR, A STARTLED NIGHT-CRAWLER TELE-PORTS AND...

YOW!!

BAMF

MAN, I WISH HE'D FIND A WAY TO DO THIS STUNT WITHOUT MAKIN' THE PLACE SMELL O' SULPHER AN' BRIMSTONE-- *SHOOT!*

AT THAT MOMENT, ON THE FAR SIDE OF THE ROOM...

NIGHTCRAWLER-- WHERE DID YOU COME FROM?!

IT'S TOO LATE-- I CANNOT STOP MY JUDO THROW!

WHAT, COLOSSUS--?!

ACH, NO!

HAVE NO FEAR, *STORM* IS HERE!

I'VE HEARD OF OUT OF THE FIRE AND INTO THE FRYING PAN BEFORE, MY FRIEND, BUT...

I KNOW, I KNOW-- THIS IS RIDICULOUS.

TO TELL THE TRUTH, STORM, I'M NOT AT ALL SURE I LIKE YOUR NEW SENSE OF HUMOR.

OH?

OH!!

COLOSSUS, CATCH NIGHTCRAWLER!

SORRY TO DROP YOU LIKE THIS, KURT...

...BUT I'LL HAVE A BETTER CHANCE OF DEALING WITH THESE TENTACLES IF I DON'T HAVE TO SPLIT MY CONCENTRATION BETWEEN THEM AND YOU.

I HAVE HIM, STORM.

I WILL EVEN BE GENTLE.

*Hmm* -- I'M NOT THE ONLY ONE DEVELOPING A STRANGE SENSE OF HUMOR. AFTER ALL WE'VE BEEN THROUGH LATELY, I WONDER IF I SHOULD EVEN BE SURPRISED.

THAT'S SOMETHING TO THINK. ABOUT--***AFTER*** I'VE GOTTEN MYSELF OUT OF THIS TRAP. I'LL USE MY ***ELEMENTAL*** POWERS TO CREATE AN INSTANT MINI-THUNDERSHOWER.

THERE WE ARE.

THAT SHOULD SHORT-CIRCUIT THE TRAP'S CONTROL AND POWER CIRCUITS...

...AND, IN A MATTER OF SECONDS, SET ME FREE!

WELL DONE, ORORO!

I GOTTA ADMIT, DARLIN'...

THANK YOU, PETER.

...I'M BEGINNING TA THINK CHARLEY MADE THE RIGHT DECISION WHEN HE NAMED YOU ***TEAM LEADER*** AFTER CYCLOPS LEFT. *

*ON A LEAVE OF ABSENCE, AT THE END OF LAST ISSUE.

WOLVERINE, CALL ME '*PROFESSOR*,' '*PROFESSOR X*', '*PROFESSOR XAVIER*', OR EVEN, IF YOU MUST, '*CHARLES*'. BUT NOT '*CHARLEY*'. IS THAT UNDERSTOOD?

SURE, CHUCK.

*Uh*, GUYS, IS IT ***SAFE*** TO COME IN NOW?

I KNOW WHAT YOU'RE GOING TO SAY, PROFESSOR. MY DUMB MOVES NEARLY GOT NIGHTCRAWLER BADLY HURT--OR WORSE.

I'M SORRY. IT WON'T HAPPEN AGAIN.

SURE IT WILL, FLY-BOY. YOU BEEN DOIN' A ***SOLO*** SUPER-HERO ACT LATELY-- WHEN YOU'VE BEEN DOIN' IT AT ALL. IT TAKES TIME TA GET BACK INTA HARNESS. YOU AIN'T DONE MAKIN' MISTAKES, BUB, NOT BY A LONG SHOT.

NO NEED TA GO OVER-BOARD WORRYIN' ABOUT IT, THOUGH. WE'LL HELP YOU OVER THE ROUGH SPOTS.

HEY! SPEAKIN' O' NIGHTCRAWLER, WHERE'D HE GO?

SOMEONE MENTION MY NAME?

I GOT A TELEPATHIC CUE FROM PROFESSOR X. AFTER OUR HARD MORNING'S WORKOUT, HE FELT WE COULD ALL USE SOME FRESH-SQUEEZED, ICE-COLD LEMONADE. GATHER 'ROUND, EVERYONE!

YIKES!

THIS IS CRAZY! EACH TIME I SEE NIGHTCRAWLER, I FLINCH! I CAN'T SEEM TO HELP MYSELF. I WANT TO LIKE HIM, BUT HE LOOKS SO... DIFFERENT. HE GIVES ME THE CREEPS.

KITTY'S HIDING HER FEELINGS WELL, BUT I KNOW I STILL MAKE HER NERVOUS. I'VE TRIED TO BREAK THE ICE BETWEEN US, BUT SO FAR, NOTHING'S WORKED.

I'LL SIMPLY HAVE TO KEEP TRYING. I LIKE HER TOO MUCH TO GIVE UP.

NICE MOVE, PAL -- EXCEPT I DON'T DRINK LEMONADE.

*Aha!* THAT MUST BE WHY I BROUGHT ALONG A BEER!

*COLOSSUS' ORGANIC STEEL ARMOR BE-COMES FLESH AND...*

Oh, I DUNNO. IT'S... THIS DANGER ROOM.

WHAT IS THE MATTER, KITTY? YOU LOOK SO SERIOUS.

YOU COULD HAVE BEEN ***HURT*** IN HERE, PETER. ***I*** COULD BE HURT IN HERE.

I GUESS I'M SCARED OF IT, OF WHAT MIGHT HAPPEN.

A HEALTHY, ALTOGETHER SENSIBLE REACTION, KITTY. I'D HAVE BEEN SURPRISED-- AND CONCERNED-- IF YOU ***WEREN'T*** SCARED.

BUT YOU WON'T BE TURNED LOOSE IN HERE UNTIL YOU'RE READY, UNTIL I'M CERTAIN YOU CAN COPE WITH ANYTHING THE DANGER ROOM THROWS AT YOU. YOU HAVE MUCH TO LEARN, YOUNG LADY.

GEE -- AND I FIGURED THE LIFE OF A SUPER-HERO WOULD BE ALL FUN-AN'-GAMES.

IF ONLY IT WERE.

AS AN X-MAN, KITTY, YOU'LL NEED A ***CODE-NAME***, TO PROTECT YOUR TRUE IDENTITY. WHAT DO YOU THINK OF, "***ARIEL?***"

YUCK.

NO OFFENSE, PROFESSOR, BUT DO I HAVE TO TAKE IT?

I MEAN, IT'S ...OKAY, BUT IT DOESN'T REALLY SEND ME.

WELL NOW, LITTLE ONE, WE CERTAINLY WOULDN'T WANT TO GIVE YOU A NAME YOU DON'T LIKE. LET'S SEE...

WHAT ABOUT "***SPRITE?***"

YEAH... ***YEAH!***

BUT I BETTER NOT HEAR ANY CRACKS ABOUT PEOPLE PULLIN' MY "***TAB!***"

OUCH! X-MEN, I PROPOSE A TOAST-- TO OUR NEWEST MEMBER: "***SPRITE!***"

I HOPE YOU WILL BE HAPPY WITH US, KITTY. I PRAY YOU WILL NOT BE HURT, AS WE HAVE BEEN HURT. AND YET, I FEAR THAT, SOONER OR LATER, YOU ***WILL***.

WOLVERINE, I'VE BEEN MEANING TO ASK YOU: ***WHY*** THE NEW COSTUME?

WHY ***NOT?***

PROFESSOR, GOT A MINUTE?

I'VE BEEN THINKING ABOUT MY HASSLES WITH THE GOVERNMENT BACK HOME IN ***CANADA***. YOU KNOW I WAS PART O' THEIR ***SECRET SERVICE*** 'TIL I RESIGNED TO JOIN THE X-MEN.

TROUBLE IS, THEY REFUSED TO ACCEPT MY RESIGNATION. FOR ALL I KNOW, THEY MAY EVEN HAVE A WARRANT OUT FOR MY ***ARREST***. IF THIS ISN'T CLEARED UP--ONE WAY OR THE OTHER--THEY'LL BE HASSLIN' THE X-MEN FROM NOW 'TIL DOOMSDAY.

IT'S ***MY*** MESS. I FIGURE IT'S TIME I WENT HOME TO STRAIGHTEN IT OUT.

I AGREE, WOLVERINE-- SUCH A MOVE ON YOUR PART IS LONG OVERDUE. BUT I'M NOT SURE YOU SHOULD GO ALONE.

DON'T TRUST ME, *huh?* CAN'T SAY I BLAME YOU.

WANT'A PLAY "*CHAPERONE*," MISFIT? KEEP ME OUT OF TROUBLE?

WHY NOT?

MY MOTHER ALWAYS SAID I LIKED TO LIVE DANGEROUSLY. BESIDES, I'D LIKE TO SEE ***AURORA*** AGAIN; SHE'S A REAL "*FOXY LADY.*"

I'LL MAKE THE NECESSARY TRAVEL ARRANGE-MENTS.

IN THE MEANTIME, I'VE ONE MORE SURPRISE FOR SPRITE.

GO WITH STORM. SHE'LL SHOW YOU.

REALLY?! THAT'S GREAT-- I THINK.

WHAT IS IT?

AND SO, A BIT LATER THAT DAY, IN THE NEARBY TOWN OF SALEM CENTER...

Deli

DEN'S DELI

1/2 0.53 SALAMI

MS. HUNTER'S DANCE ACADEMY • ONE FLIGHT UP

BOOK NOOK

BOOKS

I'VE RARELY SEEN YOU SO HAPPY, KITTEN.

I LOVE DANCING, ORORO. UP 'TIL NOW, I WAS AFRAID THAT BEING AN X-MAN MIGHT MEAN HAVING TO GIVE IT UP.

I'M SO GLAD I DON'T HAVE TO. LOOK! THERE'S THE ADDRESS PROFESSOR X GAVE US!

THIS IS THE ONLY ENTRANCE-- BUT THE DOOR WON'T OPEN. IT ISN'T LOCKED. SOMETHING MUST BE BLOCKING IT ON THE OTHER SIDE.

NO PROBLEM. I'LL CLEAR IT.

ALL RIGHT. BUT BE CAREFUL!

YOU BET! IT'S MY NECK, REMEMBER. I'M NOT ABOUT TO GET IT CHOPPED OFF AT MY TENDER AGE.

THE COAST IS CLEAR.

KEEP ME COVERED, ORORO. I'LL BE RIGHT BACK.

SHE CONCENTRATES...

...FEELING AN INCREASINGLY FAMILIAR BUZZ OF ENERGY AT THE BASE OF HER SKULL...

...AND-- WITH AN EASE THAT THRILLS AND EXCITES HER MORE THAN ALMOST ANYTHING SHE'S EVER KNOWN--

--KITTY PRYDE "PHASES" THROUGH THE DOOR.

MADE IT!

AND IT DIDN'T TAKE HARDLY ANY EFFORT AT ALL!

BOY, WHAT A MESS! WHOEVER TAKES CARE OF THIS BUILDING OUGHT TO BE ASHAMED OF HIMSELF. I'LL HAVE IT TIDIED UP IN A JIFFY.

HI, THERE! MISS ME?

TERRIBLY.

AWWW--I BET YOU SAY THAT TO ALL THE X-MEN.

... I'M A CERTIFIED ***GENIUS,*** Y'KNOW. MY PEERS ARE IN THE NINTH GRADE, AN' I'M TAKING COLLEGE-LEVEL COURSES. ACADEMICALLY, WE DON'T FIT.

DANCING IS HOW I BALANCE THE SCALES. I CAN'T MAKE MY BODY GROW ANY FASTER, AN' MY INTELLECT ISN'T MUCH GOOD AT HELPING ME PERFORM THE MOVES RIGHT.

HERE, I'M JUST LIKE EVERYBODY ELSE. I CAN RELATE TO KIDS MY OWN AGE AS ***EQUALS.*** BOY, IT'S NICE TO BE ABLE TO DO THAT.

INCREDIBLE. KITTY REASONS AS CALMLY, AS SENSIBLY, AS PROFESSOR X-- YET, FOR ALL OF THAT, SHE IS STILL A CHILD, STRUGGLING TO HOLD ONTO HER CHILDHOOD.

I, TOO, FACED SUCH A CONFLICT, IN CAIRO, AFTER MY PARENTS WERE KILLED. I HAD TO GROW UP VERY QUICKLY--PERHAPS ***TOO*** QUICKLY. NOW, I REMEMBER ORORO THE GODDESS, AND ORORO THE GIRL-THIEF--BUT NOT ORORO THE CHILD.

I WILL DO WHATEVER I CAN TO HELP KITTY WIN ***HER*** BATTLE, TO LIVE AS ***NORMAL*** A LIFE AS POSSIBLE.

MS. HUNTER DANCE ACADEMY

WELL, KITTEN, WE'VE ARRIVED.

I DON'T BELIEVE THIS. I'M SO... ***NERVOUS!***

AFTERNOON, FOLKS! YOU'RE RIGHT ON TIME!

I'M ***STEVIE HUNTER.*** WELCOME TO MY STUDIO.

AND YOU MUST BE Ms. MONROE AND Ms. PRYDE, FROM PROFESSOR XAVIER'S SCHOOL, RIGHT?

I AM... ORORO.

I'M KITTY, KITTY PRYDE. I'M... I'M YOUR NEW STUDENT. I'M REAL PLEASED TO MEET YOU, Ms. HUNTER. I SAW YOU DANCE IN CHICAGO, BEFORE YOUR ACCIDENT. YOU WERE WONDERFUL.

THANK YOU. AND THE NAME'S ***STEVIE.***

SOME ICED TEA, ANYONE?

WITH THAT, AN EFFERVESCENT, ENTHUSIASTIC KITTY, AND SURPRISINGLY, A SLIGHTLY WARY STORM, GET TO KNOW KITTY'S NEW DANCE TEACHER OVER A POT OF ICED HERBAL TEA...

...AS WE SHIFT OUR SCENE AHEAD A DAY, AND SOME THREE HUNDRED MILES TO THE NORTH-WEST, FROM THE SUBURBS OF NEW YORK CITY TO THOSE OF **OTTAWA**, CAPITAL OF CANADA.

THIS IS LAURIER DRIVE, A PLEASANT, WHITE-COLLAR NEIGHBOR-HOOD. MOST OF THESE MODEST, SEMI-DETACHED HOUSES ARE OWNED BY PROFESSIONAL PEOPLE--TEACHERS, DOCTORS, LAWYERS, GOVERNMENT WORKERS, ALL JUST GETTING STARTED IN THEIR VARIOUS FIELDS...

... AMONG THEM--IN NUMBER 138A--A BRILLIANT, MAVERICK RESEARCH PHYSICIST NAMED **JAMES MacDONALD HUDSON**...

... AND HIS WIFE, **HEATHER**, AN EXECUTIVE SECRETARY FOR **YUKON OIL**, ONE OF THE COUNTRY'S BIGGEST ENERGY CONGLOMERATES.

IT WAS NICE OF Mr. BERESFORD TO GIVE ME THE DAY OFF. BUT AFTER ALL THE HOURS I PUT IN HELPING HIM PREPARE FOR THIS MONTH'S BOARD MEETING...

... I DESERVE IT.

THAT OVERTIME MONEY WILL COME IN HANDY--AND WITH JAMIE AWAY ON GOVERNMENT BUSINESS, MY EXTRA WORK DIDN'T CAUSE ANY HASSLES AT HOME.

HOME--UGH!

ALL I'VE DONE THIS PAST WEEK WAS TOUCH BASE LONG ENOUGH TO GRAB SOME SLEEP...

...SHOWER, AND CHANGE MY CLOTHES. THE PLACE IS PROBABLY AN UNHOLY MESS.

FIGURES--NOTHING BUT BILLS.

HOW CAN SO LITTLE COST SO MUCH?

AJAX

HUDSON

BETWEEN US, JAMIE AND I MAKE A RESPECTABLE SALARY--YET WE STILL HAVE TO STRAIN TO MAKE ENDS MEET. WE WANT CHILDREN, BUT HOW ARE WE GOING TO AFFORD THEM?

WHAT THE--?! OUR FRONT DOOR'S OPEN!

JAMIE? NOT LIKELY. WHEN I SPOKE TO HIM THIS MORNING, HE SAID HE'D BE UP NORTH FOR A FEW MORE DAYS, AT LEAST.

MANET

BURGLARS? NOTHING LOOKS TOUCHED.

I'M POSITIVE I LEFT THE DOOR LOCKED, BUT I WAS IN SUCH A RUSH--I OVERSLEPT-- MAYBE I FORGOT.

HOLD IT!

THAT SOUND-- SOMEONE... *BURPED!* IT CAME FROM THE KITCHEN!

I SHOULD GET OUT OF HERE WHILE I HAVE THE CHANCE, AND CALL THE POLICE FROM Mrs. LaPIERRE'S APARTMENT DOWN-STAIRS, BUT IF THIS TURNS OUT TO BE A FALSE ALARM, I'LL FEEL SO FOOLISH.

VAS--?!

ALL RIGHT, WHOEVER YOU ARE -- DON'T MOVE OR--

YOU?!?

HIYA, SEXY. HOW YA BEEN?

Jalapeño

WOLVERINE?!

LOGAN!!

Oh, IT'S SO *GOOD* TO SEE YOU! IT'S BEEN SO *LONG!*

YOU LOUSE! I NEARLY DIED OF FRIGHT JUST NOW.

SERVES YOU RIGHT.

ANYONE EVER TELL YOU YOU'RE BEAUTIFUL WHEN YOU'RE ANGRY?

YOU DID *OFTEN.*

WOLVERINE, SHE CALLED YOU..."*LOGAN?*"

YUP.

YUP.

IS THAT YOUR NAME?

YOU NEVER TOLD US.

YOU NEVER ASKED.

YOUR FRIEND IS ONE OF THE X-MEN, RIGHT? JAMIE TOLD ME ABOUT THEM AFTER YOU HAD THAT SCRAP IN CALGARY.* THIS IS... *NIGHT-CREEPER?*

*NIGHT-CRAWLER.*

TAKE A BOW, PAL, AN' MAKE NICE WITH THE LADY. 'TILL I MET YOU CLOWNS, SHE AN' MAC WERE THE ONLY TRUE FRIENDS I EVER HAD.

*ENCHANTÉ, MADAME.* WITH FRIENDS LIKE YOU, I CAN'T IMAGINE WHERE WOLVERINE DEVELOPED HIS "*DELIGHTFUL*" PERSONALITY.

*X-MEN #'S 120 & 121 -- LOUISE.

CAN IT, FUZZY. OR ELSE.

LOGAN, YOU'RE NOT HERE TO FIGHT MAC AGAIN, ARE YOU?

I CAME TO MAKE *PEACE,* HEATHER, IF I CAN.

GOOD. WE THREE HAVE BEEN APART TOO LONG.

HE'S IN THE NORTH COUNTRY--*HUDSON BAY.* THERE'S SERIOUS TROUBLE UP THERE, SOMETHING SO DANGEROUS THAT THE MINISTER CALLED IN DEPARTMENT H, AND ALPHA FLIGHT.

*TIME PASSES -- AND ALONG THE SHORELINE OF A BAY THAT'S BIGGER THAN MANY STATES, A BALL OF SCARLET FIRE STREAKS ACROSS THE EARLY EVENING SKY...*

*...SHATTERING THE SUMMERTIME SERENITY OF ONE OF THE MOST BEAUTIFUL WILDERNESS AREAS IN NORTH AMERICA.*

*IT IS A MAN -- JAMES MacDONALD HUDSON, BY NAME -- WHO, AS **VINDICATOR**, FORMED AND NOW HEADS THE TEAM OF CANADIAN SUPER-HEROES KNOWN AS **ALPHA FLIGHT.***

*HE HADN'T WANTED THE JOB. THAT HONOR HAD BEEN INTENDED FOR HIS PROTEGE, WOLVERINE.*

*BUT THINGS HADN'T WORKED OUT THE WAY HE'D INTENDED. THAT FAILURE STILL RANKLES.*

I'M BACK IN RECORD TIME. THIS BATTLE SUIT WORKS LIKE A DREAM. I DESIGNED IT AND ITS CAPABILITIES STILL CONTINUALLY AMAZE AND SURPRISE ME.

I ENJOY USING IT, TOO. IT'S BECOME LIKE AN EXTENSION OF MY OWN BODY.

IT'S PUTTING MY LIFE ON THE LINE, AS A MEMBER OF ALPHA FLIGHT, THAT GIVES ME THE WILLIES.

AWAITING VINDICATOR AT THEIR BASE-CAMP, TWO TEAM-MATES: **Dr. MICHAEL TWOYOUNGMEN**, A SARCEE INDIAN PHYSICIAN, AND **CORPORAL ANNE MacKENZIE, RCMP.**

WEL-COME, JIMMY. WHAT NEWS?

NOTHING GOOD, I'M AFRAID. DEPARTMENT "H" SENT THE OTHER HALF OF ALPHA FLIGHT-- ***AURORA, NORTHSTAR*** AND ***SASQUATCH***-- INTO THE STATES, ON A COVERT OPERATION TO KIDNAP SOME ***ROBOT.****

*FOR THAT STORY, GENTLE READERS, CHECK OUT MACHINE MAN #19 ON SALE NOW-- LOUISE.

I ARGUED. I LOST MY TEMPER. I WAS OVERRULED. UNTIL THEIR MISSION IS COMPLETED, WE THREE ARE ON OUR OWN.

YOUR DAY ANY BETTER?

NO. MY MAGICKS TELL ME THAT THE CREATURE WE HUNT IS NEARBY, BUT I'VE NOT YET PINPOINTED HIM.

WE'VE BEEN AFTER HIM FOR OVER A WEEK, MICHAEL. THE MINISTER WANTS TO KNOW WHY IT'S TAKING SO LONG. HE WANTS INSTANT RESULTS.

SO WHY DOESN'T HE COME UP HERE AND DO THE WORK HIMSELF?

I ***HATE*** THOSE SMARMY LITTLE BUREAUCRATS!

SPOKEN LIKE A TRUE FIELD AGENT.

I'LL DO MY BEST, JIMMY, YOU KNOW THAT. BUT UNLESS WE GET LUCKY, IT'LL TAKE TIME.

I'VE SCOURED THE FOREST FOR MILES AROUND FROM THE AIR, WITHOUT SPOTTING A SIGN OF HIM.

HOW CAN ANYTHING SO BIG DISSAPEAR SO COMPLETELY?!

SILLY AS IT SOUNDS, THAT'S A HECKUVA BIG FOREST OUT THERE.

ANNE'S RIGHT-- AND MORE TO THE POINT, OUR PREY DOESN'T WANT TO BE FOUND. FOR THE MOMENT.

DON'T ***UNDERESTIMATE*** HIM, MY FRIENDS. HE'S STRONG, UNBELIEV-ABLY CUNNING, ALMOST IMPOSSIBLE TO KILL-- ***EH?!***

JIMMY, MY MYSTIC ALARMS-- ***INTRUDERS!***

THE THREE REACT IMMEDIATELY TO THE WARNING CRY. AS VINDICATOR DONS HIS HELMET, MICHAEL TWOYOUNG-MEN BRINGS A PAIR OF SACRED WRISTBANDS TOGETHER, MAGICALLY TRANSFORMING HIMSELF INTO THE SARCEE MEDICINE MAN KNOWN AS **SHAMAN**. AT THE SAME TIME, ANNE MacKENZIE'S FEATURES BLUR LIKE SMOKE; WHEN THEY SOLIDIFY ONCE MORE, THE YOUNG MOUNTIE IS GONE.

IN HER PLACE STANDS SNOW-BIRD, A SHAPE-CHANGER--A WOMAN OF HAUNTING, ELEMEN-TAL BEAUTY, YET ONE WHO IS NO LONGER QUITE... **HUMAN**.

SNOWBIRD-- ***OUTSIDE!***

FIND OUR VISITORS, BUT KEEP A LOW PROFILE. I WANT NO UNNECESSARY TROUBLE.

AFTER WHAT WE'VE SEEN HERE, JIM, I HOPE IT'S THE CREATURE WE'RE AFTER. I'D LIKE TO SEE HOW IMPRESS-IVE HE IS AGAINST SOMEONE WHO CAN FIGHT BACK!

DON'T FRET, BOSS. I'LL BE CAREFUL. BE SEEING YOU, GUYS.

I SHOULDN'T WORRY. SNOWBIRD CAN HANDLE HERSELF IN A SCRAP -- SHE'S PROVED THAT MORE THAN ONCE. BUT I'M STILL CONCERNED.

SHE SEEMS TO TAKE ON THE MENTAL CHARACTERISTICS OF THE ANIMALS SHE METAMOR-PHOSIZES INTO. IF SHE SHOULD EVER LOSE CONTROL, IF THE BEAST PART OF HER SHOULD EVER TAKE OVER...

HEY, MAC-- IF ALL THIS FUSS IS ON *OUR* ACCOUNT...

WHAT--?!

...DON'T BOTHER.

WOLVERINE, I HOPE -- I *PRAY*--YOU KNOW WHAT YOU'RE DOING.

BE COOL, PAL.

*WOLVERINE! NIGHTCRAWLER!*

WHAT ARE THE *X-MEN* DOING HERE?!

I HAVEN'T THE FOGGIEST, SHAMAN. BUT IF IT'S TO SETTLE OLD SCORES, THEY'LL FIND US ***READY*** FOR THEM!

SHAME ON YOU, JAMIE. IS THIS ANY WAY TA TREAT THE *PRODIGAL SON?*

I'M NOT MAKIN' THE FIRST MOVE, FELLAS. BUT IF YOU START SOMETHIN', YOU SURE BETTER BE PREPARED TA *FINISH* IT.

STAY BACK, SHAMAN. IN THESE CLOSE QUARTERS, YOU'RE NO MATCH FOR WOLVERINE'S ADAMANTIUM CLAWS. LET MY BATTLE SUIT'S *FORCE FIELD* HANDLE THEM.

SHIKT

WOLVERINE, STOP THIS -- AT ONCE!

WE CAME HERE TO *TALK*, NOT FIGHT -- REMEMBER?

DON'T TELL ME, PARTNER, TELL THEM!

'CRAWLER'S RIGHT, MAC. I WOULDN'T MIND A GOOD SCRAP, BUT THIS AIN'T THE TIME FER IT. I'M WILLIN' TO ABIDE BY A TRUCE.

THANK HEAVEN. I...

YIKES!!

RRR!

DID I *STARTLE* YOU, X-MAN?

Oh, I AM SO TERRIBLY SORRY, REALLY I AM.

*Uh... ah... MY HEART... oh my...*

DO YOU MIND?

GET OFFA ME, WILLYA? BEFORE THESE BOZOS *LAUGH* THEMSELVES TO DEATH.

ONLY... IF IT'S *SAFE.*

RELAX, NIGHT-CRAWLER. YOU HAVE NOTHING TO FEAR -- FROM ALPHA FLIGHT, AT LEAST.

DÄNKE. HOW DOES SHE *DO* THAT?

YOU EMBARRESSED HIM, MAC. USUALLY, NIGHTCRAWLER'S THE SCARER, NOT THE SCAREE.

YOU SAID WE HAVE NOTHING TO FEAR FROM *ALPHA FLIGHT.* THAT IMPLIES THERE'S SOMETHING LOOSE IN THESE PARTS THAT WE *SHOULD* FEAR? HEATHER TOLD ME THERE WAS TROUBLE.

THERE IS. BIG TROUBLE. FILL OUR... GUESTS IN ON THE GORY DETAILS, SHAMAN.

WOLVERINE, YOUR SENSE OF TIMING IS AS EXTRAORDINARY AS YOUR TEMPER. AT THE MOMENT, THOUGH, YOU'RE THE LEAST OF OUR CONCERNS.

WE'RE LOOKING FOR THE FAMILY OF A MOUNTIE NAMED *JOE PARNALL*. THEY WERE CAMPING ALONG BIG MOOSE CREEK, NEAR HUDSON BAY -- PARNALL, HIS WIFE, THEIR SIX-YEAR OLD SON AND INFANT DAUGHTER.

THEY WERE IN REMOTE, ROUGH COUNTRY-- BUT BOTH PARNALL AND HIS WIFE KNEW THE WOODS. THEY WERE WELL-SUPPLIED, ARMED, AND THEY HAD A PORTABLE, TWO-WAY, SHORTWAVE RADIO.

"THEY WERE CAREFUL PEOPLE. PARNALL CHECKED IN WITH UGALI STATION EVERY DAY.

"AT FIRST, EVERYTHING WAS NORMAL. THEY WERE HAVING A WONDERFUL TIME.

"THEN...

AARR

MOM? DAD?! SOMEONE'S SCREAMING--WHAT'S HAPPENING? *DAD?!*

RRIP

YOW!!

"TOMMY PARNALL RAN FOR HIS LIFE. HE DIDN'T STOP UNTIL A BUSH-PILOT FOUND HIM TWO DAYS LATER, WANDERING ALONG THE SHORE, HALF-DEAD FROM EXPOSURE.

"THE BOY'S STILL IN SHOCK, ALMOST CATATONIC. WHEN WE FOUND THE PARNALL CAMPSITE, AND WHAT WAS... LEFT OF HIS FATHER, WE UNDERSTOOD WHY."

PARNALL MUST HAVE LITERALLY BEEN *TORN APART* BEFORE THE BOY'S EYES. WE THINK, AS WELL, THAT WHATEVER KILLED HIM... *ATE* HIM.

WE SAW NO SIGN OF *EILEEN PARNALL*, OR THE BABY. OUR BEST GUESS IS THAT THEY WERE TAKEN AWAY BY THEIR ASSAILANT. WE DON'T KNOW IF THEY'RE STILL ALIVE. I KIND OF HOPE THEY AREN'T.

THIS MOLD OF THE BRUTE'S FOOT SHOULD GIVE YOU A GOOD IDEA *WHY*.

WE ASSUMED THAT A BEAR WAS RESPONSIBLE-- UNTIL WE STARTED SHOWING THIS AROUND. WE'VE CHECKED WITH GUIDES, TRAPPERS, NATURALISTS -- YOU NAME IT-- BUT NO ONE CAN IDENTIFY IT.

I CAN. IT AIN'T NO BEAR, JAMIE. IT'S SOMETHING A LOT WORSE.

HOW'S THIS FER ONE O' LIFE'S LITTLE *IRONIES*? I COME UP HERE TO TIE UP SOME OF THE LOOSE ENDS IN MY LIFE, AND WIND UP FACE-TO-FACE WITH THE *BIGGEST* LOOSE END OF 'EM ALL!

IT'D BE FUNNY IF IT WEREN'T SO FLAMIN' *TRAGIC*.

WHAT YOU'RE CHASIN', JAMIE, IS A *MYTH*, A LEGEND COME LIFE CALLED--

--THE **WENDIGO!**

"I FOUGHT THAT MONSTER DURIN' MY FIRST MISSION, AS WOLVERINE, FOR DEPARTMENT 'H'. MY FIRST MISSION -- MY ONLY *FAILURE*.

"I'D BEEN SENT TO DEAL WITH THE *HULK*.

"I FOUND OL' GREEN-SKIN SLUGGIN' IT OUT WITH THE WENDIGO.

"I WAS A BIT... HEADSTRONG IN THOSE DAYS. I FIGURED TWO-TA-ONE ODDS MADE THIS A FAIR FIGHT.

IF YOU FREAKS WANT TO *TANGLE* WITH SOMEONE--

--WHY NOT TRY YOUR LUCK AGAINST --*ME!*

"THE HULK AN' THE WENDIGO HAVE A LOT IN COMMON. BOTH ARE ORDINARY MEN, TRANSFORMED -- ONE BY SCIENCE, THE OTHER BY SORCERY. ACCORDING TO LEGEND, Y'SEE, THE WENDIGO IS A MAN WHO CONSUMES THE FLESH OF OTHER MEN.

"I LEARNED LATER, THAT'S EXACTLY WHAT HAD HAPPENED, TO A HUNTER NAMED *PAUL CARTIER*.

"HE AND SOME FRIENDS HAD BEEN TRAPPED BY WOLVES. ONE OF THE PARTY DIED. THEY HAD NO FOOD. FACED WITH STARVATION, CARTIER TURNED ***CANNIBAL***-- AN' THE ANCIENT CURSE O' THE NORTH WOODS TRANSFORMED HIM INTO THE WENDIGO.

"WHAT I DIDN'T KNOW THEN WAS THAT CARTIER'S ***SISTER*** WAS TRYING TO SAVE HIM. WITH THE HELP OF HIS BEST FRIEND, ***GEORGES BAPTISTE***, SHE INTENDED TO USE BLACK MAGIC TO SHIFT THE WENDIGO-CURSE FROM CARTIER TO THE HULK.

KROOM!

WEN-DI-GO!

"IT WAS A CRAZY FIGHT. I WAS HACKIN' AWAY LIKE A MAD-MAN, CONSUMED BY ONE O' MY ***BERSERKER RAGES***.

"BY RIGHTS, I SHOULD HAVE BEATEN THOSE TWO FREAKS TO A PULP, OR CUT 'EM INTO SHISH-KEBAB. BUT NO MATTER HOW HARD I TRIED, I COULDN'T HURT EITHER OF 'EM. THEY WERE BOTH DARN NEAR ***INVULNERABLE***.

"BETWEEN ME AN' THE HULK, WE MANAGED TO KNOCK WENDIGO UNCONSCIOUS. WITH HIM OUT OF THE WAY, I WAS FREE TO COMPLETE MY ORIGINAL MISSION : TO STOP THE HULK, ANY WAY I COULD.

"IN THE END, ALL I DID WAS MAKE HIM ANGRY.

"WE NEVER FINISHED THAT FIGHT. MARIE CARTIER HIT US WITH SOME SORT OF MAGIC WHAMMY-- INSTANT DREAMLAND. SHE NEVER GOT HER CHANCE TO ZAP THE HULK, THOUGH. BAPTISTE CAST THE BIG SPELL, INSTEAD OF HER, TAKING THE HULK'S PLACE FOR THE TRANSFORMATION.

"WHEN THE DUST SETTLED, CARTIER WAS CURED, MARIE INSANE, AND BAPTISTE HAD BECOME THE WENDIGO. I WAS RECALLED BY DEPARTMENT H; THE HULK AND WENDIGO ESCAPED. *

*PRECEEDING FLASHBACK COURTESY OF HULK #'S 162, 180 & 181 -- LOUISE.

I WAS OUT OF CANADA A LOT AFTER THAT -- DOIN' MY "*JAMES BOND*" NUMBER -- I NEVER GOT ANOTHER CHANCE TO GO AFTER EITHER HULK OR WENDIGO.

THERE'S JUST ME AN' THE MISFIT HERE, MAC, BUT IF YOU WANT OUR HELP AGAINST WENDIGO, IT'S YOURS FOR THE ASKING. TRUTH T' TELL, IT'S YOURS WHETHER YOU WANT IT OR NOT.

SINCE YOU PUT IT THAT WAY, LOGAN, HOW CAN I REFUSE?

THIS WENDIGO SOUNDS LIKE A FORMIDABLE FOE. PERHAPS I SHOULD RADIO *HERR PROFESSOR* AND ASK HIM TO SEND US THE REST OF THE X-MEN.

LET IT BE, KURT. THIS CAPER ISN'T JUST BUSINESS, IT'S ***PERSONAL***-- BETWEEN ME AN' WENDIGO, AN' ME AN' MAC. THERE'S A LOT O' ***GRIEF*** BE-TWEEN US, PAL.

MAYBE THIS IS THE TIME -- THE PLACE, THE CHANCE -- TO GET RID OF IT.

MEAN-WHILE, WE NEED OUR GEAR.

I'LL GET IT.

BAMF

OH!

NIGHTCRAWLER-- ***VANISHED!***

HOW DOES HE ***DO*** THAT?

Y'KNOW, IF I REMEMBER RIGHT, WENDIGO'S PREFERENCE IS SUPPOSED TO BE FOR ***FRESH-KILLED*** MEAT. IF THAT HOLDS TRUE, EILEEN PARNALL AN' HER BABY MIGHT STILL BE ALIVE.

I MIGHT BE ABLE TO TRACK THEIR SCENT.

WE'VE TRIED. JUST ABOUT EVERYTHING ELSE.

FACE IT, JAMIE, IF ANY-ONE ON EARTH HAS A PRAYER O' FINDIN' 'EM, AN' BRINGIN' 'EM BACK WHOLE --

-- IT'S ***ME***.

I'M REALLY LOOKIN' FORWARD TO IT.

I NEVER REALIZED WOLVERINE FELT THINGS SO DEEPLY. HE'S A FAR MORE COMPLEX -- FAR MORE *HUMAN* -- PERSON THAN HE LETS ON.

*UNGLAUBLICH!* IT'S NEARLY MIDNIGHT, YET WE'RE SO FAR NORTH THAT THE SUN STILL HASN'T SET. AND THE SKY -- SO BEAUTIFUL -- LIKE IT'S ON FIRE.

THE COLORS... REMIND ME OF ***JEAN.*** IT'S BEEN MONTHS SINCE SHE DIED*, BUT IT FEELS LIKE IT HAPPENED ONLY YESTERDAY. AND IT STILL HURTS. FEW THINGS IN MY LIFE HAVE HURT AS MUCH.

*IN X-MEN #137 -- LOUISE.

PART OF ME WISHES THAT PAIN WOULD PASS; PART OF ME PRAYS IT NEVER WILL. FOR THAT WOULD MEAN I WOULD HAVE BEGUN TO FORGET, AND SUCH PEOPLE -- SUCH EVENTS SHOULD NOT BE FORGOTTEN.

*ACH*, LOOK AT ME -- I'M CRYING LIKE A BABY!

DEAR LORD IN HEAVEN -- ***WHY?!*** WHY DID JEAN HAVE TO DIE?! WHY DID YOU TRANSFORM HER INTO PHOENIX IN THE FIRST PLACE?! ***WHY?!?***

HOW -- HOW COULD YOU HAVE BEEN SO... CRUEL?

Urent
OTTOWA • TORONTO
WINNEPEG • SASKATOON
EDMUNTON • CALGARY

*NIGHTCRAWLER HEARS NO ANSWER TO HIS ANGUISHED CRY -- IN TRUTH, HE EXPECTED NONE -- AND SO, HE SITS, WATCHING THE BRILLIANT SUNSET...

*... ALONE WITH A GRIEF TOO DEEP AND PERSONAL TO SHARE. HE KNOWS THE OTHER X-MEN FEEL -- AND HURT -- AS HE DOES, KNOWS AS WELL THAT JEAN GREY'S TRAGIC SACRIFICE HAS SCARRED THEM ALL FOR LIFE, BUT HE DOES NOT REACH OUT TO HIS FRIENDS.

*THAT MUST -- AND WILL -- COME LATER. FOR THE MOMENT, HE'D RATHER BE ALONE.

*WHEREVER JEAN'S SOUL IS, HE PRAYS THAT IT IS AT PEACE.

*AND THEN, AS THE WORLD AROUND HIM GROWS AS DARK AS HIS INDIGO SKIN...

*... HE PULLS HIMSELF TOGETHER AND GETS TO WORK, THANKFUL THAT NO ONE FROM THE CABIN HAS COME LOOKING FOR HIM.

THAT'S THAT. TIME NOW TO GET WOLVERINE TO HELP ME LUG IT INSIDE.

WHAT'S THAT -- ? IS SOMEONE -- ?!

Oh!

NO.

# WEN-DI-GO!

HELP!

NEXT: RAGE!

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# THE UNCANNY X-MEN™

## FIST TO FIST WITH THE SAVAGE FURY OF WEN-DI-GO!

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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## RAGE!

OVERHEAD, THE GEESE ARE FLYING SOUTH, FIRST HINT THAT -- ALTHOUGH THE DAY IS WARM, THE LEAVES ON THE TREES STILL GREEN -- SUMMER IS ALMOST OVER.

ON THE SIBERIAN COLLECTIVE FARM THAT IS **PETER RASPUTIN'S** HOME, IT IS HARVEST TIME, THE STEPPES COVERED WITH HECTARE UPON HECTARE OF GOLDEN WHEAT. HE IS A CHILD OF THE LAND, HIS LIFE GOVERNED BY THE TIMELESS PROGRESSION OF THE SEASONS. FOR HIM, **NATURE** IS THE ONLY REALITY, AND HAD HE LIVED HIS ENTIRE LIFE A FARMER, HE WOULD HAVE BEEN **CONTENT.**

BUT FATE HAD **OTHER** PLANS FOR HIM, MOVING HIM FAR FROM HIS RUSSIAN BIRTHPLACE, AND TRANSFORMING THE FARM-BOY IRREVOCABLY INTO THE X-MAN, **COLOSSUS.**

BY LENIN, EITHER MY HEART WILL BURST AND MY STEEL BODY CRACK --

YET HE REFUSES TO ENTIRELY CUT HIS TIES WITH HIS FORMER LIFE -- WHICH EXPLAINS HIS PRESENCE IN THIS FIELD BEHIND **PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS,** AND HIS DUEL WITH AN OLD, WITHERED **TREE STUMP.**

LF 256

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--OR I WILL PULL YOU *FREE!*

THERE ARE *EASIER* WAYS TO CLEAR A HECTARE OF LAND...

...BUT FEW MORE *SATISFYING.*

ENJOYING YOURSELF, PETER?

*ANGEL!*

STRANGE AS IT SOUNDS, *TOVARISCH*, I AM.

IT HAS BEEN TOO LONG SINCE I GOT MY HANDS DIRTY DOING THE WORK I WAS BORN TO DO.

YOU SOUND HOMESICK. DO YOU WISH YOU'D STAYED A FARMER?

OCCASIONALLY. BUT I KNOW I CANNOT GO BACK. AS AN X-MAN, I HAVE SEEN--EXPERIENCED --SO MUCH. *TOO* MUCH.

MY PARENTS-- MY... COMRADES-- WOULD NOT UNDERSTAND.

I KNOW THE FEELING.

BUT IF THAT'S SO, WHY ALL THIS WORK?

IT... RELAXES ME. AND REMINDS ME THAT, FOR ALL THE VAUNTED POWER OF COLOSSUS I AM STILL ***NOTHING*** COMPARED TO THE POWER AND MAJESTY OF ***NATURE.***

I HAVE BEHELD MANY WONDERS, WARREN, YET FEW COMPARE WITH THE SIMPLE BEAUTY OF A SEED GIVING BIRTH TO A FLOWER.

I AM SORRY. I AM NOT EXPRESSING MY THOUGHTS, MY FEELINGS, WELL. I HAVE NOT THE WORDS.

PAL, ***SHAKESPEARE*** COULDN'T HAVE SAID IT BETTER.

*ANGEL...?*

*WHOOPS--* GOTTA FLY, PETE! I JUST GOT A TELE-PATHIC CALL FROM PROFESSOR XAVIER. BE SEEING YOU!

I'VE NEVER MET ANYONE QUITE LIKE PETER. AT FIRST, I THOUGHT HE WAS YOUR BASIC DUMB-CLUCK COUNTRY HICK.

BUT THERE'S A LOT MORE TO HIM THAN MEETS THE EYE. IN MANY WAYS, HE'S THE MOST HONEST--AND HONORABLE-- PERSON I KNOW.

YOU WANTED ME, PROFESSOR? ANYTHING IMPORTANT?

CURIOSITY, ANGEL. I WAS WONDERING ABOUT YOUR REACTIONS TO YOUR FELLOW X-MEN NOW THAT YOU'VE HAD A CHANCE TO WORK AND TRAIN BESIDE THEM?

NO PROBLEMS --EXCEPT FOR ***WOLVERINE.***

HE'S CRAZY, YOU KNOW--AND DANGEROUS. SUPPOSE HE GOES BERSERK IN A FIGHT AND KILLS SOMEONE WITH THOSE FREAKY CLAWS OF HIS?

I KNEW THAT WHEN I INVITED HIM TO JOIN THE X-MEN, WARREN. HE HAS FAULTS. YET FOR ALL OF THAT, HE *IS* A GOOD MAN. HIS POTENTIAL -- AS A LEADER, AS A SUPER-HERO -- IS EXTRAORDINARY.

ALL MY ADULT LIFE, I'VE TRIED TO HELP MUTANTS COME TO TERMS WITH THEMSELVES, AND THE SOCIETY AROUND THEM--

--TO TEACH ***HOMO SAPIENS*** AND ***HOMO SUPERIOR*** TO LIVE TOGETHER IN PEACE AND HARMONY. FOR BETTER OR WORSE, THAT INCLUDES WOLVERINE. I MAY FAIL, BUT I MUST AT LEAST MAKE THE ATTEMPT.

*ON THAT THOUGHTFUL NOTE, LET'S SHIFT OUR SCENE TO THE NEARBY TOWN OF **SALEM CENTER**, WHERE WE FIND ANOTHER OF XAVIER'S STUDENTS: **ORORO** -- PERHAPS BETTER KNOWN AS **STORM** -- NEWLY APPOINTED LEADER OF THE X-MEN.*

HEY, MAMA, ***WAIT UP!***

*Oh, NO! NOT HIM AGAIN!*

I BEG YOUR PARDON?

SWEET THING, I AM ONE FINE DUDE, YOU ARE ONE FINE FOX, THIS IS ONE FINE NIGHT. WHAT SAY WE MAKE BEAUTIFUL MUSIC TOGETHER...

...AT STUDIO ONE, THE HOTTEST DISCO IN NEW YORK?

NOW, AS BEFORE, I THINK NOT.

WHY WON'T YOU TAKE "NO" FOR AN ANSWER?

'CAUSE I'M IN LOVE! WITH ***YOU,*** DARLIN'--

***HEY!!***

I'M SOAKIN' WET! WHERE'D THAT STORM COME FROM?!

*Oh,* CALL IT... ***MAGIC.***

*SHE SMILES...*

*...AND, AS CASUALLY AS SHE CREATED THE MINIATURE THUNDERSHOWER, STORM MAKES IT GO AWAY.*

A FEW MINUTES LATER, A FEW BLOCKS FURTHER ON...

THERE'S **KITTY**, AND HER NEW DANCE TEACHER, **STEVIE HUNTER**. THEY SEEM TO BE GETTING ALONG FAMOUSLY.

THAT SHOULDN'T BOTHER ME, BUT IT DOES. I'VE BEEN ON EDGE SINCE THE MOMENT WE MET. I KEEP TELLING MYSELF SUCH FEELINGS ARE ABSURD.

STEVIE IS ONE OF THE NICEST WOMEN **I'VE** EVER MET -- YET THE FEELINGS... REMAIN.

HIYA, 'RORO. BOY, YOU SHOULD HAVE STUCK AROUND TO WATCH THE CLASS. IT WAS **GREAT!**

OUR KITTEN HAS REAL TALENT, ORORO -- ONCE WE SMOOTH DOWN HER CONSIDERABLE ROUGH EDGES.

"OUR" KITTEN?

CAN I INTEREST YOU BOTH IN A BITE TO EAT? AFTER A DAY TEACHING BUDDING BARYSHNI-KOV'S AND MAKAROVA'S, I'M FAMISHED.

THANK YOU, STEVIE, BUT NO. WE MUST BE GETTING BACK TO THE SCHOOL.

SORRY, STEVIE. DUTY CALLS! SEEYA!

SOME OTHER TIME, PER-HAPS.

FOR **SURE!**

**KITTY!**

WHAT DO YOU THINK YOU'RE DOING, FLAUNTING YOUR POWER LIKE THAT?! SUPPOSE SOMEONE SEES YOU?!

I CHECKED BEFORE I DID IT, ORORO. NOBODY'S AROUND.

I'M SORRY. IT'S JUST THAT... USING MY POWER -- WALKING THROUGH SOLID OBJECTS -- IS **FUN!**

I KNOW, LITTLE ONE. BUT PLEASE BE MORE CAREFUL.

OKAY. ORORO, ARE YOU FEELING ALL RIGHT? YOU'RE ON AN AWFULLY SHORT FUSE ALL OF A SUDDEN. IS IT ME, OR...?

GODDESS, THE CHILD IS PERCEPTIVE!

N-NO, KITTEN. IT'S NOT YOU.

I'M, *ah*, CONCERNED FOR WOLVERINE AND NIGHTCRAWLER. WE'VE HEARD NOTHING FROM THEM SINCE THEY LEFT FOR CANADA THIS MORNING. I HOPE THEY HAVEN'T RUN INTO TROUBLE.

*TO FIND OUT...*

...LET'S TURN OUR ATTENTION AHEAD A FEW HOURS AND NORTH A THOUSAND MILES, FROM SALEM CENTER TO THE SHORES OF **HUDSON BAY**--

--AND LET THE SITUATION SPEAK FOR ITSELF!

WEN-DI-GO!

YIKES!

THAT WAS TOO CLOSE FOR COMFORT!

THIS BEASTIE MAKES THE ***JUGGERNAUT*** LOOK PUNY BY COMPARISON. WHICH IS, I THINK, MY CUE TO LET DISCRETION PROVE THE BETTER PART OF VALOR--

--AND GET THE BLAZES OUT OF HERE!

TYPICAL. WOLVERINE DECIDES TO RETURN TO CANADA TO PERSUADE THE GOVERNMENT TO ACCEPT HIS RESIGNATION FROM THEIR SECRET SERVICE, AND TO MAKE PEACE BETWEEN THE X-MEN AND HIS FORMER COLLEAGUES IN ***ALPHA FLIGHT***, CANADA'S OFFICIAL SUPER-HERO TEAM.

WOLVERINE ASKS ME ALONG AS CHAPERONE, TO KEEP HIM OUT OF TROUBLE...

... AND, IDIOT THAT I AM, I ACCEPT.

SO, OF COURSE, WITH ALL EYES ON WOLVERINE, THE PROVERBIAL ROOF FALLS IN ON *ME!*

I'M NOT STAYING AHEAD OF THE MONSTER ON THE GROUND.

IT'S TOO RISKY TO TELE-PORT UNLESS I ABSOLUTELY HAVE TO. PERHAPS I'LL HAVE BETTER LUCK IN THE TREETOPS. HE LOOKS TOO BULKY TO CLIMB AFTER ME.

WOLVERINE AND I FOUND HALF OF ALPHA FLIGHT--*VINDICATOR*, *SHAMAN* AND *SNOWBIRD*--UP HERE INVESTIGATING A SERIES OF MYSTERIOUS, HORRIBLE MURDERS AND DISAPPEARANCES.

WOLVERINE IDENTIFIED THEIR QUARRY AS A LEGENDARY WOODS-BEAST NAMED THE *WENDIGO.*

FROM THIS HULK'S BATTLE CRY, *HE* MUST BE IT!

MY TREE-- OH, NO!

SHAK!

*WEN-DI-GO!*

*AARRRGH!*

GRIP LIKE A VISE-- CRUSHING ME! CLAWS... CUTTING INTO ME!

WENDIGO... TOO STRONG. I CAN'T... BREAK FREE.

ONLY HOPE... FOCUS CONCEN-TRATION... IGNORE PAIN... BUT IT'S SO *HARD!* I HURT... SO MUCH! BUT--I *MUST!*

*A PSYCHIC SWITCH CLOSES IN NIGHTCRAWLER'S MIND--AND WITH THE TRADITIONAL CRACK OF FLAME AND GUSTING STENCH OF BRIMSTONE...*

BA

M F

*...HE TELEPORTS OUT OF WENDIGO'S GRASP.*

THAT FEELS... SO MUCH BETTER!

I HAD TO TRY A "***BLIND***" 'PORT. I DON'T KNOW THE LAY OF THE LAND AROUND HERE. A WRONG MOVE -- EVEN A ***SLIGHT*** MIS-CALCULATION -- COULD HAVE HAD ME MATERIALIZING INSIDE A TREE.

AT BEST, I'D HAVE BEEN CRIPPLED OR MAIMED. AT WORST -- VERY MESSILY, AGONIZINGLY ***KILLED.*** LOVELY THOUGHT.

BAMF

AHA! THERE'S A CLEARING!

IT'S A FAR PIECE FROM WENDIGO, TOO. WITH LUCK, I'LL HAVE GIVEN HIM THE SLIP. I SHOULD BE ABLE TO GET BACK TO THE CABIN AND WARN THE OTHERS.

WEN-DI-GO!

ON THE OTHER HAND...

I CAN'T RUN AND IT'S TOO DARK -- TOO MANY TREES -- TO TRY ANOTHER 'PORT. I'LL HAVE TO ***FIGHT.***

OH BOY!

WENDIGO HAS THE EDGE -- AND WHAT AN EDGE -- IN TERMS OF RAW STRENGTH, AND HIS TRACKING SKILLS SEEM AS FORMIDABLE AS ***WOLVERINE'S.***

IN ***MY*** FAVOR, I HAVE SPEED, AGILITY, MARTIAL ARTS TRAINING. I'LL HIT-AND-RUN, TRY TO KEEP HIM CONFUSED AND OFF-BALANCE...

WHOULFFF!!

SO MUCH FOR ***THAT*** IDEA!

HE TAKES OFF LIKE A **CANNONBALL**, CONSCIOUSNESS QUICKLY SLIPPING AWAY AS THE FORCE OF WENDIGO'S PUNCH HURLS HIM OUT OF THE FOREST...

...AND TOWARDS THE CABIN...

...WHEREIN WE FIND WOLVERINE AND THREE MEMBERS OF ALPHA FLIGHT, ENGROSSED IN A COUNCIL OF WAR.

THIS IS THE SECTION THAT WENDIGO SEEMS TO HAVE MARKED AS HIS OWN TERRITORY. WE'LL PROBABLY FIND Mrs. PARNALL AND HER BABY SOMEWHERE IN THERE. IF WE'RE LUCKY.

I RESEARCHED "*WENDY*" AFTER THE LAST TIME WE TUSSLED, MAC*. HE PREFERS ***FRESH-KILLED*** MEAT-- WHICH MEANS HE'LL KEEP HIS CAPTIVES ALIVE-- FOR A WHILE.

IF THEY'RE STILL ALIVE.

*HULK #'S 180-181 -- *LOUISE*.

THAT DOESN'T GIVE US -- OR Mrs. PARNALL -- THE ***BEST*** ODDS IN THE WORLD, BUT IT'S BETTER THAN ***NOTHIN'***!

I'LL START HUNTING AT FIRST LIGHT.

WHAT THE--?!

THAT SOUND--!

**THWUMP!**

***NIGHTCRAWLER!*** HE'S OUT COLD-- AND HE LOOKS LIKE HE WAS JUST WORKED OVER BY A MACK TRUCK!

*IMMEDIATELY, AT WOLVERINE'S MENTAL COMMAND, RETRACTABLE RAZOR-KEEN **ADAMANTIUM CLAWS** POP OUT OF THE BACKS OF HIS HANDS.*

**SNIKT**

*THEY'RE FORGED OF THE **STRONGEST** METAL KNOWN TO MAN AND ARE CAPABLE OF **CUTTING** SOLID STEEL AS EASILY AS PAPER.*

*TONIGHT, THIS SHORTEST, FEISTIEST X-MAN IS GOING TO **NEED** THEM.*

MAC, I GOT THE FEELIN' THAT ***FINDING*** WENDIGO HAS JUST BECOME THE ***LEAST*** OF OUR PROBLEMS.

*WEN-DI-GO!*

GOOD GRIEF! HE'S HEFTING THAT PICK-UP LIKE IT WAS A ***TOY!***

FAN OUT, PEOPLE! I'LL HANDLE THIS

FOR MONTHS, I'VE BEEN TELLING MYSELF HOW GOOD MY BATTLE SUIT WAS.

NOW COMES THE ACID TEST!

LORD, HELP ME. I'M... SCARED. I NEVER REALIZED WENDIGO WOULD BE SO-- BIG!

FOR ALL HIS UNSPOKEN FEAR, JAMES MacDONALD HUDSON--

--VINDICATOR, FOUNDER AND LEADER OF ALPHA FLIGHT--STANDS HIS GROUND WITHOUT FLINCHING--

SPLOW!

... AND MEETS WENDIGO'S ATTACK WITH HIS SUIT'S BUILT-IN ENERGY BLASTERS LIKE A **SUPER-HERO BORN!**

BUT, WITH SURPRISING SPEED AND EVEN MORE SURPRISING -- ALMOST HUMAN -- CUNNING, WENDIGO GRABS FOR A NEARBY FIR TREE...

... AND DECIDES TO INDULGE IN SOME IMPROMPTU **BATTING PRACTICE!**

UNNNFFF!

SKRAM!

WEN-DI-GO!

REACTING WITH THE SPEED OF THOUGHT, **SNOWBIRD** (CORPORAL ANNE MacKENZIE, ROYAL CANADIAN MOUNTED POLICE)...

VINDICATOR!

...**SHAPE-SHIFTS** INTO A GREAT ARCTIC OWL AND RUSHES TO HIS AID.

HE'LL BE OKAY. MAC DESIGNED HIS BATTLE-SUIT TO PROTECT HIM FROM MY CLAWS. EVEN A ROUGH LANDING IN THOSE TREES SHOULDN'T DO MORE'N SHAKE HIM UP.

WENDIGO'S BEEN CONSIDERATE ENOUGH TO COME TO US, SHAMAN. LET'S FINISH OUR JOB RIGHT HERE 'N' NOW.

YOU GO AFTER HIM, WOLVERINE. I'LL FOLLOW WHEN I CAN.

HUH?!

THE EXPLOSION OF THE TRUCK'S FUEL HAS STARTED A FIRE. THESE WOODS ARE TINDER DRY. IF THIS BLAZE GETS OUT OF CONTROL, IT WILL BE ALMOST IMPOSSIBLE TO STOP!

SO SAYING, SHAMAN SCATTERS A HANDFUL OF SACRED POWDER ACROSS THE FACE OF THE FIRE, CREATING A WALL OF ICE TO SMOTHER IT. AND WHILE HE ACTS, HE LAUGHS INSIDE AT THE IRONY OF THE SITUATION --

--THAT HE, **DR. MICHAEL TWOYOUNGMEN,** WHO DELIBERATELY TURNED HIS BACK ON HIS SARCEE HERITAGE TO BECOME A PHYSICIAN, TO HELP HIS PEOPLE BY LEARNING THE **WHITE MAN'S** MEDICINE...

...SHOULD NOW USE THE MAGICAL SKILLS TAUGHT HIM BY HIS SHAMAN GRAND-FATHER TO HELP RED AND WHITE MEN BOTH!

WENDIGO, OF COURSE, IS AWARE OF NONE OF THIS. HE SIMPLY SENSES THAT IT'S TIME HE MADE HIS EXIT.

VINDICATOR -- JAMIE, ARE YOU --?!

I'M FINE, SNOWBIRD. THE ONLY THING HURT WAS MY **PRIDE**.

TAKE WOLVERINE AND FOLLOW THE WENDIGO.

SHAMAN AND I WILL BE ALONG AS SOON AS WE'VE EXTINGUISHED THE FIRE.

THAT SUCKER AIN'T AS DUMB AS HE LOOKS -- OR AS HE USED TO BE. IN THE OLD DAYS, WENDIGO WOULD GENERALLY LEAVE A ***HULK***-SIZED TRAIL BEHIND HIM.

NOW, HE'S MOVIN' THROUGH THE FOREST LIKE HE WAS A ***PART*** OF IT.

AN' HE'S DOIN' A PRETTY GOOD JOB O' COVERIN' HIS TRACKS.

WOLVERINE, I CAN SEE NOTHING FROM THE AIR.

AIN'T SURPRISIN'. THE WOODS HERE-'BOUTS ARE AS THICK AS THEY CAN GET, AN' THERE ARE LOTS OF GULLIES AN' RAVINES FOR WENDY TO HIDE IN.

WE'RE GONNA HAVE'TA DO THIS THE HARD WAY, ON FOOT AN' ONE STEP AT A TIME.

WOLVERINE, I DO NOT LIKE YOU MUCH...

THANKS.

...BUT I CANNOT DENY THAT YOU ARE A GOOD LEADER. WHY DID YOU ***RESIGN*** FROM *DEPARTMENT H?*

I GOT A BETTER OFFER.

*UNBIDDEN, HIS MIND FLASHES BACK ACROSS THE YEARS, REMEMBERING HOW JAMES AND HEATHER HUDSON FOUND HIM NEAR THEIR HOME IN THE CANADIAN ROCKIES -- SICK, FROZEN, STARVING, AS NEAR DEATH AS A BODY COULD BE.*

***THEY*** *NURSED HIM BACK TO HEALTH, ACCEPTED HIM, LOVED HIM. AND HE LOVED THEM IN RETURN.*

*BUT, STILL, THERE WERE STRAINS.*

YOU DON'T UNDERSTAND, MAC. YOU'VE ***NEVER*** UNDERSTOOD! I'VE ALWAYS BEEN A DANGEROUS MAN -- SCRAPPIN'S SECOND NATURE TO ME.

BUT THESE ***CLAWS*** -- THIS FLAMIN' ***ADAMANTIUM SKELETON*** I'VE GOT -- CHANGE EV'RYTHING!

AS FAR AS I'M CONCERNED, THERE'S NO SUCH THING AS A FAIR FIGHT ANYMORE. I'M VIRTUALLY INVULNERABLE, MAC! I'VE BEEN TURNED INTO A ***KILLING MACHINE*** --

-- AN' ***I*** DON'T LIKE IT!

LOGAN!

***TO THE CANADIAN SECRET SERVICE,*** *HE WAS A GIFT FROM HEAVEN. THEY TURNED HIM LOOSE ON ALL THE DIRTY, BRUTAL,* ***NECESSARY*** *ASSIGNMENTS NO ONE ELSE WOULD TOUCH.*

*AND HE NEVER FORGAVE THEM FOR WHAT THEY DID TO HIM -- AND THEN MADE HIM DO -- AND WHEN* ***CHARLES XAVIER*** *OFFERED HIM A WAY OUT, HE TOOK IT...*

... WITHOUT A SECOND THOUGHT, OR A REGRET.

ARE YOU SURE THE PARNALLS ARE STILL ALIVE?

PRINCESS, THE ONE THING I LEARNED EARLY IN LIFE WAS TO TELL THE DIFFERENCE BETWEEN THE SMELL OF A LIVE BODY AN' A DEAD ONE.

MAMA PARNALL IS SCARED STIFF, BUT SHE AN' HER BABY ARE BOTH BREATHIN'.

YOU BRING BACK MAC AN' THE OTHERS -- PRONTO. I'LL MAINTAIN SURVEILLANCE.

WHY SHOULD I GO?

BECAUSE I CAN'T FLY, DUMMY. AN' SPEED IS WHAT'S IMPORTANT. NOW **SCOOT!**

Uh-oh.

WENDY'S ACTIN' HUNGRY -- AN' I HAVE A HUNCH HE'S IN THE MOOD FOR SOMETHIN' MORE SUBSTANTIAL THAN DRIED-UP OLD BONES.

THE BOULDER BLOCKING THE SMALL CAVE WEIGHS A COUPLE OF **TONS...**

...YET WENDIGO ROLLS IT ASIDE WITH RIDICULOUS EASE, TO REVEAL...

OH, NO!

THE REENFORCEMENTS AIN'T GONNA ARRIVE IN TIME. IF Mrs. PARNALL'S GONNA BE RESCUED, I'LL HAVETA DO THE JOB MYSELF. AN' THAT SUITS ME FINE.

I'VE BEEN ACHIN' FER A REMATCH WITH THE WENDIGO.

IT LOOKS LIKE -- *THIS IS IT!*

NNOOOOOO...

REMEMBER *ME*, BUB?

*WOLVERINE'S* THE NAME, *MAYHEM'S* THE GAME!

*HE FEELS A BERSERKER RAGE BUILD WITHIN HIM...*

*... AND, THIS TIME, HE DOESN'T EVEN **TRY** TO DENY IT.*

*HE BECOMES **FURY** PERSONIFIED-- A GRIM, UNSTOPPABLE ENGINE OF DESTRUCTION. THE PACE IS INHUMAN...*

*... THE EQUIVALENT OF **DAYS** OF NON-STOP COMBAT COMPRESSED INTO A MATTER OF **MINUTES**. AND THROUGH IT ALL, WOLVERINE DENIES PAIN, DENIES FATIGUE, DENIES EVERYTHING BUT THE WILL TO **WIN**.*

WENDY'S REELING! I'VE GOT HIM ON THE ROPES!

I'LL SETTLE FOR THAT. AS IF I REALLY HAD A CHOICE.

ANY OTHER FOE WOULD HAVE BEEN SMASHED TO A PULP OR CUT INTO SHISH-KEBAB BY NOW. BUT WENDIGO'S THE NEXT BEST THING TO *INVULNERABLE*. I CAN HURT HIM -- TEMPORARILY -- AN' STUN HIM, BUT NO MORE THAN THAT, NO MATTER HOW HARD I TRY.

AN' I AM TRYIN' *REAL HARD!!*

whooo...

HE'S DOWN... AN' OUT. FINALLY. MY ADRENALIN SURGE -- MY PATENTED *"BERSERKER RAGE"* -- IS FADIN' FAST. BEEN... A LONG TIME SINCE I FELT THIS... ***POOPED.***

CAN'T FOLD, THOUGH -- NOT 'TIL I GET THE LADY AN' HER KID OUT O' HARM'S WAY.

M-Mrs. PARNALL...? NAME'S WOLVERINE. BE COOL, MA'AM, I'M ONE O' THE ***GOOD GUYS.***

CAN YOU TRAVEL? THE SOONER WE'RE AWAY FROM HERE, THE BETTER. I CAN'T GUARANTEE HOW LONG SHAGGY'LL STAY IN SLUMBER-LAND.

I... CAN WALK.

THAT'S A START. WE'LL PICK UP SPEED AS WE GO ALONG, AS YOU GET YOUR STRENGTH BACK.

M-MY HUSBAND, JOE -- I HEARD HIM SCREAM. I... SAW--! IT WAS... HORRIBLE. AND... AND MY BOY, TOMMY...?

TOMMY'S FINE. HE'S IN THE HOSPITAL.

THANK GOD.

THAT'S ONLY ***PART*** O' THE TRUTH. BUT HOW DO I TELL HER THAT THE BOY'S IN ***CATATONIC SHOCK***-- ALMOST A KIND OF LIVING DEATH?!

HUH?! THAT ***SHADOW--!***

**WHAM!**

OF ALL... THE DUMB... MISTAKES. I... DROPPED MY GUARD...

WENDY... HAS EDGE. ALL I CAN DO... IS RIDE THINGS OUT...

... AN' HOPE FOR... THE BEST...

***WEN-DI-GO!***

HOPE, AS THE SAYING GOES, SPRINGS ETERNAL.

WOLVERINE'S UNBREAKABLE ADAMANTIUM SKELETON SAVES HIM FROM INSTANT DEATH...

THOOM

...BUT, EVEN SO, HE ENDURES A FRIGHTENING AMOUNT OF PUNISHMENT AT WENDIGO'S HANDS.

THAT... HURT!

GOTTA MAKE... SOME KIND'A MOVE. CAN'T TAKE... MUCH MORE... OF... THIS... *

TAKE HEART, MEIN KLEIN FREUND! THE CAVALRY HAS ARRIVED!

AND IN THE PROVERBIAL NICK OF TIME, TOO. WOLVERINE LOOKS IN A BAD WAY.

NIGHTCRAWLER TELEPORTS TO THE ATTACK AND...

HERE, MONSTER! THIS IS FOR THE POUNDING YOU GAVE ME EARLIER TONIGHT!

KRAK!

NICE TRY, WENDIGO, BUT NO KEWPIE DOLL!

I LEARNED THE HARD WAY HOW FAST YOU MOVED. YOU'LL HAVE TO DO A LOT BETTER THAN THIS TO CATCH ME NOW!

VINDICATOR!

NO NEED TO PANIC, NIGHTCRAWLER. I'M HERE, JUST AS WE WORKED OUT.

PANIC, NO. WORRY-- WELL, MAYBE.

ZARK!

IT'S ONE THING TO *TALK* THROUGH A MANEUVER LIKE THIS. IT'S SOMETHING ELSE AGAIN TO DO IT FOR *REAL*.

I WAS AFRAID OF THIS. WE'RE STAGGERING WENDIGO, BUT NO MORE THAN THAT. THE ENCHANTMENT THAT CREATED HIM PROTECTS HIM FROM THE FULL FORCE OF OUR POWERS.

HE'S TOO STRONG. MY MAGICK CAN'T EVEN BIND HIM-- MUCH LESS *CURE* HIM-- WHILE HE'S CONSCIOUS.

PHYSICAL FORCE CAN OVERWHELM HIM. THE HULK AND WOLVERINE PROVED THAT.

WOLVERINE'S OUT COLD, SNOWBIRD. AND THE HULK ISN'T AVAILABLE.

TRUE

... BUT PERHAPS I CAN SHAPE-CHANGE INTO THE NEXT BEST THING.

THERE IS GREAT *DANGER* IN THIS. I ASSUME THE PERSONA OF WHATEVER CREATURE I BECOME. IF I AM CONSUMED BY *BLOOD-LUST*, I COULD BECOME AS TERRIBLE A THREAT TO MY FRIENDS AS WENDIGO HIMSELF. BUT I CAN SEE NO ALTERNATIVE. THE RISK MUST BE TAKEN.

OH, *HODIAK*-- SPIRIT OF THE NORTHERN LIGHTS-- GRANDFATHER--HELP ME! GIVE ME STRENGTH!

*WITH THAT IMPASSIONED PRAYER, THE FORM OF THIS CHILD OF THE ICE AND SNOW BEGINS TO MELT AND FLOW LIKE MERCURY...*

*...TRANSFORMING A BEING WHO APPEARS HUMAN (BUT WHO, IN TRUTH, IS **NOT**)...*

*... FROM AN EXOTICALLY BEAUTIFUL YOUNG WOMAN INTO A **WHITE WOLVERINE**.*

GRAM FOR GRAM, IT IS SAID THAT NO ANIMAL ON EARTH MATCHES A WOLVERINE'S FEROCITY OR INDOMITABLE WILL. **LOGAN**--THE X-MAN, WOLVERINE--IS THE CLOSEST AVATAR OF THIS SMALL, INCREDIBLY DEADLY WOODSBEAST.

RRAWR!

BUT SNOWBIRD HAS BECOME THE **REAL THING**--AND BETWEEN THE TWO OF THEM, THERE IS NO COMPARISON.

WHAT FOLLOWS IS NOT SO MUCH A BATTLE AS A CLASH OF PRIMAL FORCES. A DUEL OF FANG AND CLAW, MUSCLE AND SINEW.

IT IS NOT PRETTY.

AND IT IS SOMETHING THAT ALL PRESENT WILL NEVER FORGET.

ANNIE...

...WHAT HAVE YOU DONE?!

WHEN IT IS OVER, WENDIGO LIES UNCONSCIOUS, THE DARKLING SPELL THAT CREATED HIM ALREADY HEALING HIS FEARSOME WOUNDS. IN A MATTER OF HOURS, HE WILL BE AS GOOD AS NEW. BUT, BY THEN, SHAMAN WILL HAVE HAD A CHANCE TO CAST HIS **COUNTERSPELL**.

HE STEPS FORWARD, ONLY TO FREEZE IN HIS TRACKS AS THE SNOWBIRD/WOLVERINE BARES HER TEETH AND WARNS HIM AWAY FROM HER PREY.

RRRR!

SHE'S STILL A ***WOLVERINE!*** THE ANIMAL-PERSONA MUST HAVE TAKEN OVER!

MY ***CHANGELING*** SPELL WILL WORK AS WELL ON SNOWBIRD AS ON WENDIGO...

NO! SHE'LL FIGHT YOU, PHYSICALLY AND PSYCHICALLY. YOU COULD BE LEFT SO WASTED YOU WON'T BE ABLE TO HELP WENDIGO, AN' THEN ALL THIS PAIN AN' GRIEF WOULD HAVE BEEN FOR NOTHING.

LEAVE ANNIE TO ME.

GRRR!

NO VIOLENCE. NO FEAR. I'VE GOTTA REACH ANNIE WITH WORDS-- AN' EMOTIONS-- JUST LIKE SCOTT REACHED JEAN GREY WHEN SHE'D BEEN CONSUMED BY ***DARK PHOENIX.****

*SEE X-MEN #136 -- LOUISE.

I AIN'T GOOD AT TALKIN'. EVERY INSTINCT IN ME WANTS TO FIGHT HER, TO PROVE MY OWN STRENGTH AN' SUPERIORITY BY SMASHIN' HER INTO SUBMISSION.

BUT THAT'S THE WRONG WAY. I CAN'T -- I WON'T DO THAT.

ANNIE, IT'S LOGAN.

HEAR ME, PRINCESS. ***LISTEN*** TO ME. REMEMBER WHO YOU ARE, WHAT YOU WERE...

*HE ISN'T AWARE OF HOW LONG HE TALKS, OR INDEED OF PRECISELY WHAT HE SAYS. IN A SENSE, HE BARES HIS **SOUL** TO HER, REACHING OUT WITH AS WILD AND FREE A PASSION AS HER OWN.*

RRAWR!

*AND THEN, WITH A BLOOD-CURDLING SCREAM, THE SNOWBIRD / WOLVERINE **RESPONDS.***

LOGAN... OH, LOGAN...

...THANK YOU...

HUSH, DARLIN', HUSH. I KNOW HOW YOU FEEL. YOU'LL BE OKAY NOW, THOUGH. YOU'VE GONE THROUGH THE VALLEY, FACED THE WORST PARTS OF YOURSELF, AND ***TRIUMPHED***. IT'LL NEVER BE AS ROUGH AGAIN.

*THEY MOVE APART FROM THE OTHERS, THEIR WORDS AS PRIVATE AS THE EMOTIONS THEY STRUGGLE TO EXPRESS.*

FOR THEM, IN THAT BRIEF SPACE OF TIME, THE WORLD HAS CHANGED, AND NEITHER OF THEM IS QUITE SURE HOW TO DEAL WITH IT.

NOW, THOUGH, THE FOCUS SHIFTS TO SHAMAN.

HE SPENDS THE REST OF THE NIGHT PREPARING HIMSELF FOR THE ORDEAL TO COME. BY DAWN, HE IS READY.

THE OTHERS STAND GUARD, ALERT SHOULD ANYTHING GO WRONG. AROUND THEM, THE FOREST HAS GONE DEATHLY STILL -- NO SOUND OF MAN OR BEAST, NOT EVEN A WAYWARD BREATH OF WIND, DISTURBS THE EERIE SILENCE.

HIS VOICE LOW, SHAMAN BEGINS TO SPEAK--

--SEEMINGLY RANDOM, GUTTERAL SOUNDS AT FIRST, THAT GRADUALLY RESOLVE THEMSELVES INTO WORDS...

...THE WORDS INTO A SING-SONG RHYTHMIC CHANT. THE LANGUAGE IS OLDER THAN RECORDED HISTORY, AND BESIDES SHAMAN, ONLY SNOWBIRD KNOWS THE WORDS' MEANING. ALL, HOWEVER, RESPOND TO THE SPELL AS SHAMAN DRAWS ON THE POWER OF THEIR COMBINED WILL...

...RELEASING IT ON THE ENCHANTED WOODSBEAST.

AND, BEFORE THEIR EYES, MONSTER BECOMES MAN.

IT... IS DONE.

AND DONE **WELL**, MY FRIEND.

REST NOW, MICHAEL. YOU HAVE EARNED IT.

GEORGES BAPTISTE?

Y-YES.

AM... AM I TRULY FREE OF MY CURSE? IS MY NIGHTMARE AT LAST ENDED?!

I'M AFRAID NOT.

YOU'RE **UNDER ARREST.**

WHAT--?!?

LATER...

I KNOW ARRESTING BAPTISTE SOUNDS CRUEL AND HEARTLESS, BUT I HAD NO CHOICE. HE BECAME WENDIGO OF HIS OWN FREE WILL. UNDER CANADIAN LAW, THAT RENDERS HIM CULPABLE FOR ANY CRIMES HE COMMITTED AS WENDIGO.

THE COURTS SHOULDN'T BE TOO HARD ON HIM, THOUGH. HIS ACTS WERE THOSE OF AN INSANE MAN, AND HIS MEMORIES OF WHAT HE DID ARE A FAR WORSE PUNISHMENT THAN A LIFETIME STRETCH IN PRISON.

THANKS FOR YOUR HELP, LOGAN. WE COULDN'T HAVE STOPPED HIM WITHOUT YOU. I'LL SPEAK TO THE MINISTER ABOUT YOUR RESIGNATION. THERE'LL BE NO MORE HASSLES, OF YOU OR THE X-MEN.

AND NOW THAT YOU'RE A FREE MAN, COME VISIT ME AND HEATHER MORE OFTEN. WE'RE YOUR FRIENDS, LOGAN. WE CARE ABOUT YOU. WE MISS YOU.

I KNOW, MAC. AND... I WILL.

WILL I SEE WOLVERINE AGAIN? WHO CAN SAY? DO I *WISH* TO?

YES.

LOOKING AT GEORGES BAPTISTE, *MEIN FREUND*, I CAN'T HELP THINKING, "*THERE BUT FOR THE GRACE OF GOD GOES YOU.*"

HOW SO?

BAPTISTE, AS WENDIGO, KILLED. NOW HE MUST PAY THE PRICE. AND YOU, WOLVERINE? SHOULD YOU NOT PAY A PRICE AS WELL?

KURT, IN MY LIFE, I'VE BEEN TWO THINGS: A WARTIME *SOLDIER* AND A *SECRET AGENT*. AS ONE, MY GOVERNMENT *PAID* ME TO KILL; AS THE OTHER, THEY *LICENSED* ME TO KILL. I WAS VERY GOOD AT BOTH JOBS. THEY LIKED THAT--AN' I GOT THE MEDALS AND COMMENDATIONS TO PROVE IT.

PERHAPS, BUT...

I AIN'T FINISHED YET, BUB.

A MAN COMES AT ME WITH HIS FISTS, I'LL MEET HIM WITH FISTS. BUT IF HE PULLS A GUN -- OR THREATENS PEOPLE I'M PROTECTIN'-- THEN I GOT NO SYMPATHY FOR HIM. HE MADE HIS CHOICE. HE'LL HAVE TO LIVE--OR DIE--WITH IT.

I NEVER USED MY CLAWS ON SOMEONE WHO HADN'T TRIED TO KILL ME FIRST. I CALL THAT *SELF-DEFENSE.*

I UNDERSTAND, LOGAN. WHAT YOU SAY IS REASONABLE, LOGICAL, JUSTIFIABLE.

BUT DOES THAT MAKE IT *RIGHT*?

*WOLVERINE DOES NOT REPLY AND, FOR A LONG WHILE, THERE IS SILENCE BETWEEN THE TWO MEN...*

... AND THE FEW TIMES HE DOES SPEAK, DURING THEIR LEISURELY MEANDER -- A VACATION BY ANY OTHER NAME -- HOME, HIS TONE IS THOUGHTFUL. NIGHTCRAWLER'S WORDS -- HIS FINAL QUESTION -- STRUCK DEEP.

NOW -- LIKE IT OR NOT, FOR BETTER OR WORSE -- WOLVERINE MUST DEAL WITH THEM.

MEANWHILE, IN THE PARLIAMENT BUILDING IN OTTAWA ...

YOU WANTED TO SEE ME, PRIME MINISTER?

YES, Dr. HUDSON. FIRSTLY, I'D LIKE TO CONGRATULATE ALPHA FLIGHT FOR YOUR HANDLING OF THIS "WENDIGO" BUSINESS. YOU DID WELL. I WISH I HAD A ... BETTER REWARD.

SIR?

THERE'S NO EASY WAY TO SAY THIS. I'M AFRAID DEPARTMENT H AND ALPHA FLIGHT ARE BEING *DISBANDED*.

TIMES ARE HARD. MONEY IS IN SHORT SUPPLY. THE HOUSE FELT THAT SUPER-HEROES WERE A LUXURY THE FEDERAL GOVERNMENT COULD NO LONGER AFFORD.

MANY MEMBERS -- LIKE THEIR CONSTITUENTS -- HAVE NEVER FELT ENTIRELY... COMFORTABLE WITH THE IDEA OF SUPER-BEINGS. THE CURRENT ANTI-MUTANT SENTIMENT IN THE UNITED STATES IS A GOOD EXAMPLE OF THAT.

REGRETTABLY, IGNORING YOUR EXISTENCE -- AS MANY ARE TRYING TO DO -- WILL NOT MAKE YOU DISAPPEAR.

THE GENIE IS OUT OF THE BOTTLE. PANDORA'S BOX IS OPEN. WE MUST LIVE WITH THIS REALITY AS BEST WE CAN. IF FOR NO OTHER REASON THAN THAT WE HAVE NO OTHER CHOICE.

I'M SORRY, JAMES. I WILL GIVE YOU AND ALPHA FLIGHT WHAT AID I CAN. YOU CAN KEEP YOUR SECURITY CLEARANCES AND YOUR STATUS AS *R.C.M.P.* AUXILIARIES. I WISH I COULD DO MORE.

I KNOW, SIR. DON'T WORRY, THOUGH. WE'LL MANAGE. SOMEHOW. WE'VE WORKED AND FOUGHT TOO HARD TO CHUCK EVERY-THING NOW.

THAT'S THE SPIRIT.

VINDICATOR -- WHATEVER HAPPENS, I PRAY YOU'LL KEEP THE WELFARE OF CANADA AND HER PEOPLE FOREMOST IN YOUR THOUGHTS AND ACTIONS.

I WILL, PRIME MINISTER. AND I HOPE YOU'RE RIGHT. GOOD-BYE.

IN TIME, THEY WILL COME TO RESPECT -- AND HONOR -- YOU AND ALPHA FLIGHT, AS I DO.

*AN ENDING OF SORTS, YET ALSO A BEGINNING -- OF A NEW, POSSIBLY BRIGHTER CHAPTER IN THE LIFE OF ALPHA FLIGHT.*

AND, SPEAKING OF ENDINGS AND BEGINNINGS, LET'S SHIFT OUR SCENE FAR TO THE SOUTHWEST OF OTTAWA, ONTARIO, CANADA...

...TO THE SLATE-GREY EMINANCE OF THE UNITED STATES FEDERAL MAXIMUM-X SECURITY PENITENTIARY, LOCATED ON THE DESOLATE OUTSKIRTS OF DEMMING, NEW MEXICO.

HERE ARE INCARCERATED THE "CREME DE LA CREME" OF THE WORLD'S SUPER-VILLAINS, SOME OF THE DEADLIEST CRIMINALS IN HUMAN HISTORY.

LIKE ALL PRISONS, IT'S SUPPOSED TO BE ESCAPE-PROOF.

WHAT'S UP, HARV? ANY CHANGE?

AND, FOR THE MOST PART, IT IS.

BUT FOR EVERY RULE...

NOPE. HE HASN'T BUDGED IN DAYS, EVER SINCE HIS LADY LAWYER VISITED HIM.

...THERE ARE EXCEPTIONS.

I DON'T LIKE IT, HARV.

ME, NEITHER. HE'S UP TO SOME-- HOLEE--!

THE CELL--IT'S COLLAPSIN' IN ON ITSELF!

THAT CRAZY LOON! IF *HE'S* DOIN' THIS, HE'S COMMITTING *SUICIDE!*

THIS ISN'T ANY EARTHQUAKE! WHAT'S MAKIN' IT HAPPEN?!

LOOK OUT-- UNNNGNH!

JERKS! IT'LL TAKE A LOT MORE'N A FEW TONS OF FALLIN' ROCK TA STOP *FRED J. DUKES!*

WHOOO-EE! THAT "IMPLOSION" STUNT THAT MY LADY "LAWYER" TAUGHT ME IS PRETTY NIFTY. LOOKS LIKE SHE'S WORTH TRUSTIN' AFTER ALL.

SHE SAID TRANSPORTATION WOULD BE WAITIN' OUTSIDE THE PRISON. ALL I HAD TO DO WAS MAKE IT OUTSIDE ON MY OWN. AN *ENTRANCE EXAM,* SHE CALLED IT, TO SEE IF I WAS GOOD ENOUGH TO JOIN--

--THE NEW *BROTHERHOOD OF EVIL MUTANTS!*

WELL, I AM, BABE! AS YOU-- AN' THE ENTIRE WORLD -- ARE GONNA *FIND OUT!*

NEXT ▶ DAYS OF FUTURE, PAST!

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THE UNTOLD STORY
FEATURING THE ORIGINAL, UNCENSORED, NEVER BEFORE PUBLISHED CONCLUSION TO THE SAGA OF PHOENIX!!
BYRNE AND AUSTIN

AT LAST! LEARN THE REAL REASONS WHY JEAN GREY HAD TO DIE!!

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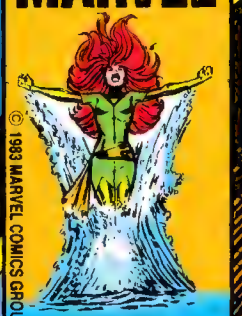

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# PHOENIX™

## THE UNTOLD STORY

FEATURING THE ORIGINAL, UNCENSORED, NEVER BEFORE PUBLISHED CONCLUSION TO THE SAGA OF PHOENIX!!

BYRNE AND AUSTIN

PLUS EXCLUSIVE INTERVIEWS WITH JIM SHOOTER, JOHN BYRNE, TERRY AUSTIN, AND CHRIS CLAREMONT.

# PHOENIX™

## THE UNTOLD STORY

### "SHE'S DEAD, JIM!"

BY EX-X-MEN EDITOR

### JIM SALICRUP

This ain't no **What If** story. When issue #137 of **THE X-MEN** was conceived, **Jean Grey**, the virtually all-powerful super mutant called **Dark Phoenix**, survived at the end of the story, albeit in an altered state. However, all-powerful Editor in Chief, **Jim Shooter** had a problem with that particular ending. After all, he wondered, hadn't nasty ol' **Dark Phoenix** destroyed a star which set off a chain reaction which resulted in wiping out an entire planet of cute, little fuzzy creatures? Had I, as then-editor of **THE X-MEN**, become so evil, so heartless that I would condone such senseless cosmic violence by letting **Ms. Grey** off with what amounted to a slap on the wrist? Had I turned into **Dark Salicrup**, destroyer of fuzzy creature-filled worlds? No. Not really. My excuse? Two simple words. As **Steve Martin** would say in an embarassing situation like this, "I forgot."

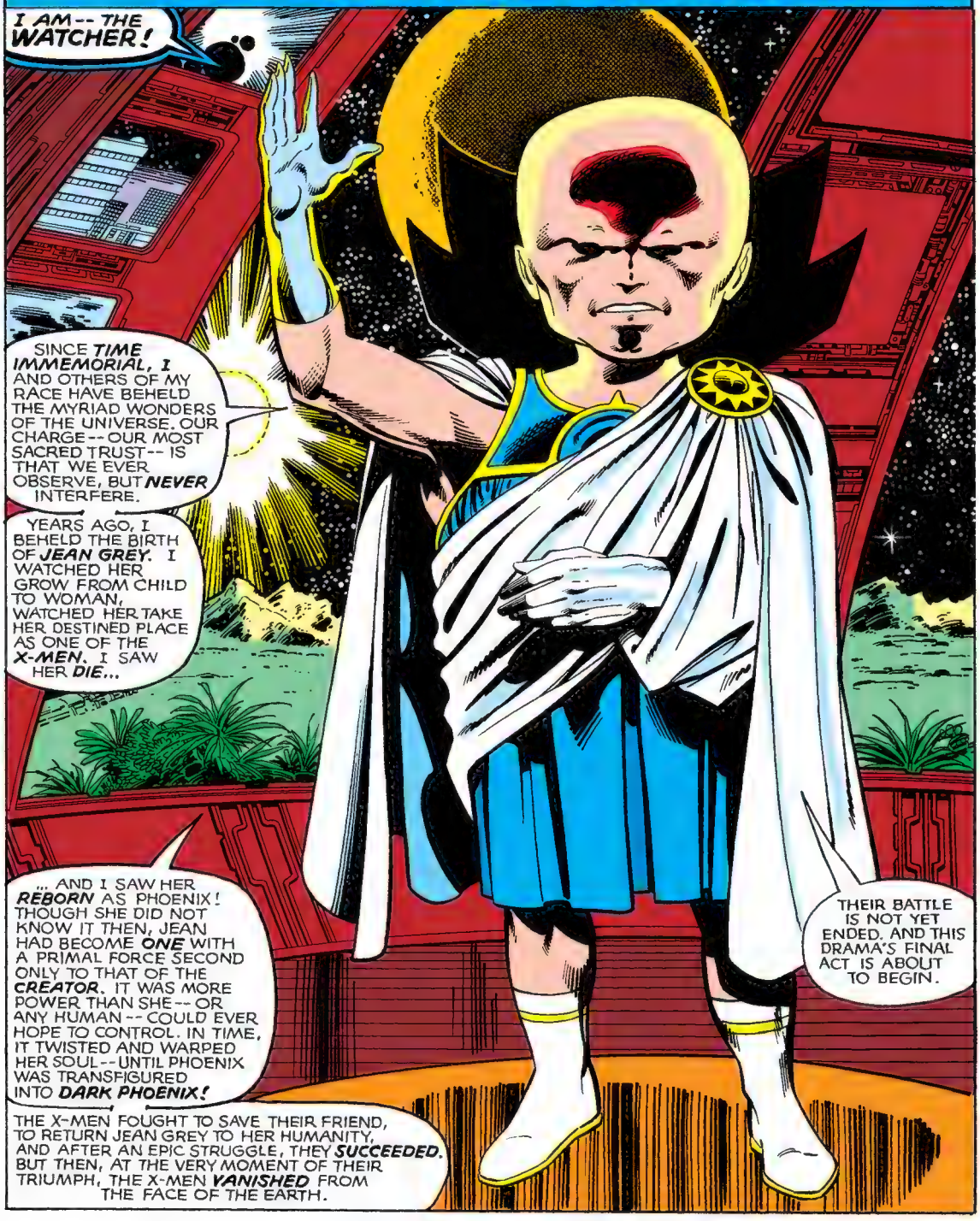
Fortunately Big **Jim** hadn't forgot. He's not Editor in Chief around here for nothing, ya know! Working with **Chris Claremont** and **John Byrne**, along with **Louise Jones**, who was scheduled to take over the editing chores with issue #138, **Jim** helped come up with the dramatic and powerful tale which finally finished off **Dark Phoenix**. They did a sensational job! What we're presenting here in this special edition is that same story but with its original ending. It's something we've never done before. It's kinda like how Hollywood is restoring lost footage to many screen classics. But as far as official Marvel continuity is concerned, the events shown in this version never happened! Not even in an alternate reality. **Phoenix** is still dead.

So long live **Phoenix**! Despite all our efforts, **Phoenix** has developed a huge cult following which refuses to let her rest in peace. Showing her die wasn't enough. Showing her buried wasn't enough. In an issue of **THE FANTASTIC FOUR** I edited, **John Byrne** even placed the Great Refuge, the legendary home of **the Inhumans**, on top of her lunar grave site and that still wasn't enough! In a recent long-running storyline in **THE X-MEN**, **Chris** had many fans believing that **Jean Grey** had, in fact, returned. Despite the outcome of that story, many still believe **Dark Phoenix** will live again. Didn't **Jean Grey** become **Phoenix** by sacrificing her life to save **the X-Men** in the first place? Isn't returning from the dead the very reason she's called **Phoenix**? If nothing else, **Phoenix** still lives in the hearts and minds of all those who loved her. Just ask **Jim Shooter**. The poor guy can't even go to a comic book convention without being besieged by her countless fans' requests to bring her back alive.

What will be the final outcome of all this controversy? How do I know? Check out the round table interview elsewhere in this issue to see for yourself how confused we are around here at mixed-up Marvel. If you think, after reading **the Dark Phoenix Tapes**, that we have any idea what we're doing, let alone what we'll be doing in the months to come, then tell us! We'd like to know!

Seventeen years ago, this month, *Stan Lee* and *Jack Kirby* chronicled the first adventure of one of the strangest super hero teams ever created — and a ***legend*** was born! Today, *Chris Claremont*, *John Byrne* and *Terry Austin* proudly celebrate that anniversary and ***reaffirm*** that legend!

# Stan Lee PRESENTS: THE UNCANNY X-MEN!™


I AM-- THE WATCHER!
SINCE TIME IMMEMORIAL, I AND OTHERS OF MY RACE HAVE BEHELD THE MYRIAD WONDERS OF THE UNIVERSE. OUR CHARGE-- OUR MOST SACRED TRUST-- IS THAT WE EVER OBSERVE, BUT NEVER INTERFERE.
YEARS AGO, I BEHELD THE BIRTH OF JEAN GREY. I WATCHED HER GROW FROM CHILD TO WOMAN, WATCHED HER TAKE HER DESTINED PLACE AS ONE OF THE X-MEN. I SAW HER DIE...
... AND I SAW HER REBORN AS PHOENIX! THOUGH SHE DID NOT KNOW IT THEN, JEAN HAD BECOME ONE WITH A PRIMAL FORCE SECOND ONLY TO THAT OF THE CREATOR. IT WAS MORE POWER THAN SHE-- OR ANY HUMAN-- COULD EVER HOPE TO CONTROL. IN TIME, IT TWISTED AND WARPED HER SOUL--UNTIL PHOENIX WAS TRANSFIGURED INTO DARK PHOENIX!
THEIR BATTLE IS NOT YET ENDED. AND THIS DRAMA'S FINAL ACT IS ABOUT TO BEGIN.
THE X-MEN FOUGHT TO SAVE THEIR FRIEND, TO RETURN JEAN GREY TO HER HUMANITY, AND AFTER AN EPIC STRUGGLE, THEY SUCCEEDED. BUT THEN, AT THE VERY MOMENT OF THEIR TRIUMPH, THE X-MEN VANISHED FROM THE FACE OF THE EARTH.

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# THE FATE OF THE PHOENIX.

A MOMENT AGO, THEY HAD BEEN ON EARTH.

WHAT HAPPENED?!

WHERE THE DEVIL ARE WE?!

LET ME PUT IT THIS WAY, CYKE--

-- I DON'T THINK WE'RE IN KANSAS ANYMORE.

CUTE, BEAST, REAL CUTE. BUT WHO ARE THESE... PEOPLE?! WHAT DO THEY WANT WITH US?!

WE'RE SURROUNDED BY ARMED AND ARMORED WARRIORS, ANGEL, SO I DOUBT IT IS ANYTHING GOOD.

PROFESSOR XAVIER, I DO NOT UNDERSTAND. WE WERE IN THE GARDEN OF JEAN'S PARENT'S HOUSE...

AND, NOW, WE ARE ON THE CARGO DECK OF A SHI'AR IMPERIAL DREADNOUGHT. I RECOGNIZE IT. THIS IS THE FLAGSHIP OF LILANDRA'S GRAND FLEET!

AND IF IT IS HERE, THEN LILANDRA-- THE WOMAN I LOVE-- CANNOT BE FAR...!

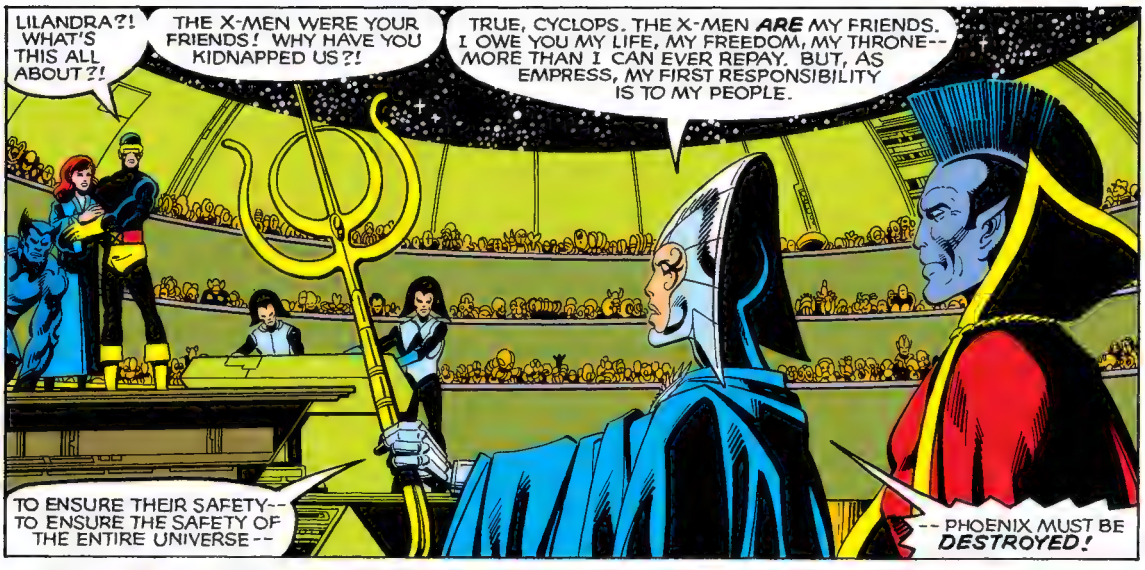
X-MEN! HEED THE WORDS OF GLADIATOR, PRAETOR OF THE IMPERIAL GUARD!

YOU STAND IN THE PRESENCE OF LILANDRA-- MAJESTRIX SHI'AR, EMPRESS!

YOUR FATE IS IN HER HANDS!

CHRIS CLAREMONT • JOHN BYRNE | TERRY AUSTIN | TOM ORZECHOWSKI, *letterer* GLYNIS WEIN, *colorist* | JIM SALICRUP & LOUISE JONES | JIM SHOOTER

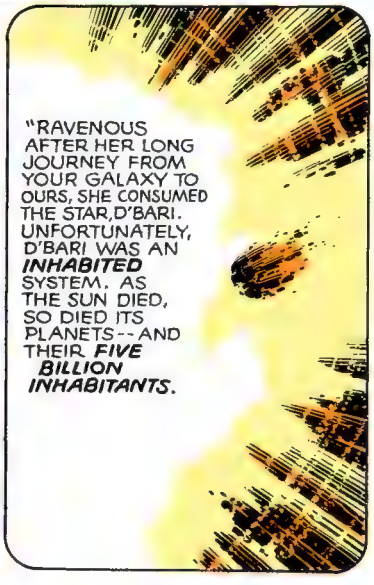
*WRITER-CO-PLOTTERS-PENCILER* *INKER* *EDITORS* *EDITOR-in-CHIEF*


LILANDRA?! WHAT'S THIS ALL ABOUT?!
THE X-MEN WERE YOUR FRIENDS! WHY HAVE YOU KIDNAPPED US?!
TRUE, CYCLOPS. THE X-MEN ARE MY FRIENDS. I OWE YOU MY LIFE, MY FREEDOM, MY THRONE-- MORE THAN I CAN EVER REPAY. BUT, AS EMPRESS, MY FIRST RESPONSIBILITY IS TO MY PEOPLE.
TO ENSURE THEIR SAFETY-- TO ENSURE THE SAFETY OF THE ENTIRE UNIVERSE--
-- PHOENIX MUST BE DESTROYED!

PHOENIX?! ME?!
WHY?!?
AS I RECALL, LILANDRA, PHOENIX STOPPED YOUR WACKO BROTHER FROM SINGLE-HANDEDLY DESTROYING THE UNIVERSE. *
IS THIS HOW YOU REPAY HER?!
*X-MEN #108 -- JIM.

WE HAD NO QUARREL WITH PHOENIX THEN, CYCLOPS. SHE SEEMED A BENEFICENT ENTITY. THOUGH WE SUSPECTED THE FULL EXTENT OF HER POWER -- AND FEARED IT -- WE DID NOTHING.
WE BELIEVED-- I BELIEVED-- THAT JEAN COULD COPE WITH HER NEAR-INFINITE ABILITIES. I WAS WRONG.
GLADIATOR-- CONTINUE.

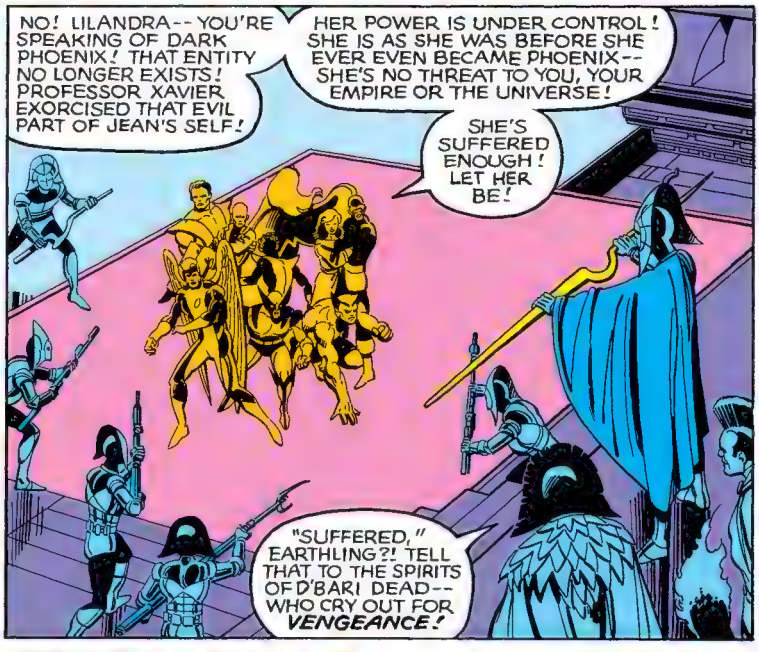
WHEN PHOENIX RETURNED TO SHI'AR SPACE, SHE WAS NO LONGER BENEFICENT. SHE HAD BEEN TRANSFORMED INTO THE BLACK ANGEL OF LEGEND -- CHAOS-BRINGER --
--RAVAGER OF WORLDS.


"RAVENOUS AFTER HER LONG JOURNEY FROM YOUR GALAXY TO OURS, SHE CONSUMED THE STAR, D'BARI. UNFORTUNATELY, D'BARI WAS AN INHABITED SYSTEM. AS THE SUN DIED, SO DIED ITS PLANETS -- AND THEIR FIVE BILLION INHABITANTS.

"A SHI'AR WARSHIP INTERCEPTED PHOENIX, AND FOUGHT HER.
"SHE DESTROYED IT, AS WELL, BEFORE RETURNING TO EARTH." *
*SEE X-MEN #135 -- JIM.

JEAN...
...COULD YOU? DID YOU?
Oh, LITTLE ONE, DEAR SISTER-- I HAVE NO WORDS TO COMFORT YOU, TO EASE YOUR TORMENT...
... AND IF WHAT GLADIATOR SAYS IS TRUE-- PART OF ME DOES NOT WISH TO. FORGIVE ME, JEAN.
No...
no...
I FELT IT ALL HAPPEN, THROUGH THE PSYCHIC RAPPORT I SHARE WITH JEAN...BUT I DIDN'T UNDERSTAND-- I DIDN'T BELIEVE IT. AS DARK PHOENIX, SHE KILLED WITHOUT MERCY OR REMORSE.
BUT NOW, SHE'S JEAN GREY AGAIN-- AND THE MEMORY OF WHAT SHE DID IS ALMOST MORE THAN SHE CAN BEAR.

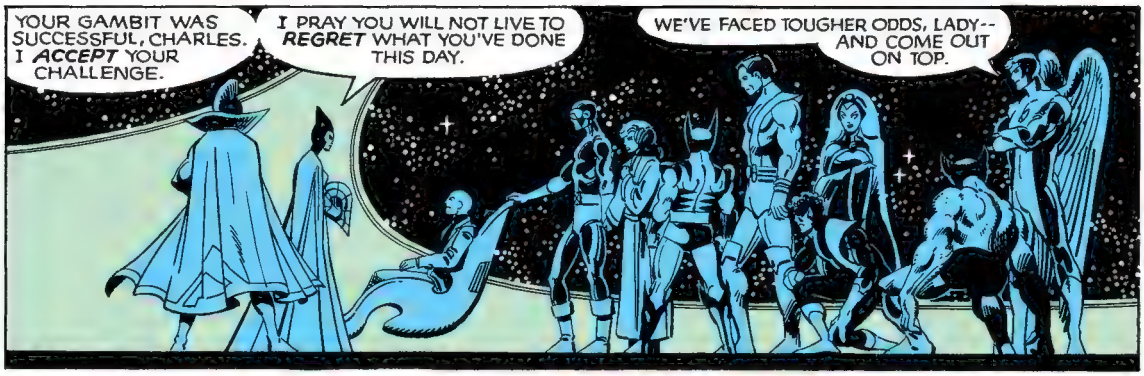
MUCH AS I PERSONALLY WOULD WISH THINGS OTHERWISE, X-MEN-- AS EMPRESS, I HAVE NO ALTERNATIVE.
SURRENDER HER-- OR SUFFER THE CONSEQUENCES.


NO! LILANDRA-- YOU'RE SPEAKING OF DARK PHOENIX! THAT ENTITY NO LONGER EXISTS! PROFESSOR XAVIER EXORCISED THAT EVIL PART OF JEAN'S SELF!
HER POWER IS UNDER CONTROL! SHE IS AS SHE WAS BEFORE SHE EVER EVEN BECAME PHOENIX-- SHE'S NO THREAT TO YOU, YOUR EMPIRE OR THE UNIVERSE!
SHE'S SUFFERED ENOUGH! LET HER BE!
"SUFFERED," EARTHLING?! TELL THAT TO THE SPIRITS OF D'BARI DEAD-- WHO CRY OUT FOR VENGEANCE!

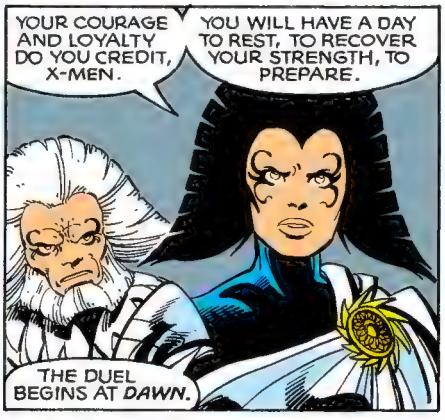
BE SILENT, LORD CHAMBERLAIN!
WHAT WAS UNDONE ONCE, MAY BE UNDONE AGAIN. SO LONG AS PHOENIX EXISTS-- IN ANY FORM, AT ANY POWER LEVEL-- SHE IS A DEADLY THREAT TO ALL THAT LIVES.
I AM SORRY, CYCLOPS. I KNOW YOU ARE SINCERE -- BUT THE RISK IS TOO GREAT.
WARRIORS-- TAKE HER!

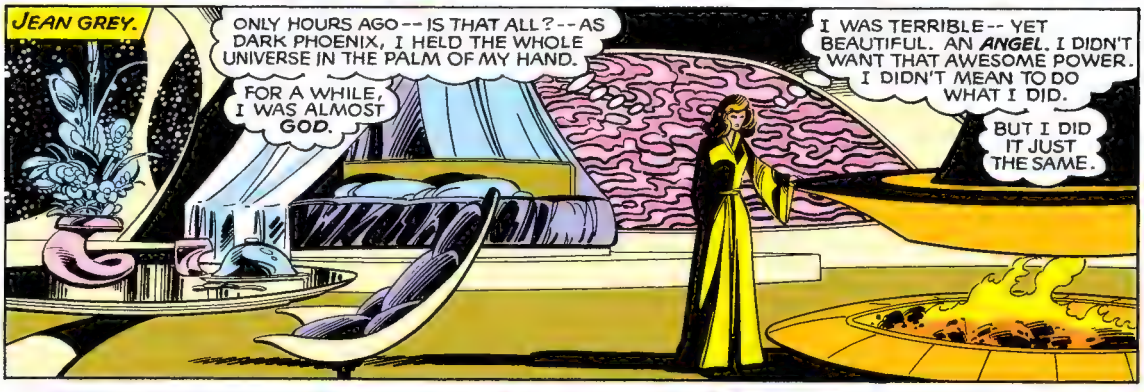
LILANDRA--WAIT!
JEAN GREY ARIN'NN HAELAR!
FOR JEAN GREY'S LIFE--
--I CHALLENGE YOU TO A DUEL OF HONOR!

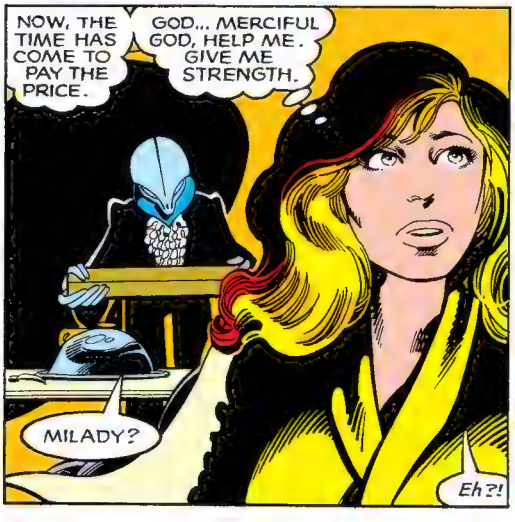
MAGNIFICENT, CHARLES. YOU LEARNED MUCH ABOUT THE SHI'AR DURING YOUR TOO-BRIEF STAY ON MY HOMEWORLD. THE "ARIN'NN HAELAR" IS THE ONE CHALLENGE THAT CANNOT BE REFUSED.
CHARLES, MY BELOVED, HAD THE FATES WEAVED A DIFFERENT TAPESTRY, WE MIGHT HAVE HAD THE STARS. INSTEAD, WE FACE NOTHING BUT THE ASHES OF DYING DREAMS.
WELL, EMPRESS? DO YOU ACCEPT?
MAJESTRIX, THE KREE AGREED THAT THIS PHOENIX-ENTITY BE EXPUNGED. NOTHING WAS SAID OF ANY "DUEL OF HONOR."
EXCUSE ME, CHARLES. IT SEEMS I MUST CONSULT WITH MY... ALLIES.
AND SO, AFTER A COMMUNICATIONS INSTA-LINK HAS BEEN ESTABLISHED BETWEEN LILANDRA'S FLAGSHIP AND THE THRONEWORLDS OF THE KREE AND SKRULL EMPIRES-- FEUDING GALACTIC STATES AS ANCIENT AND MIGHTY AS THE SHI'AR...
...THE X-MEN WILL FIGHT, REGARDLESS. THESE TERRAN "SUPER-HEROES" ARE A STUBBORN BREED-- BUT HONORABLE, TOO. THEIR WORD CAN BE TRUSTED.
THE SUPREME INTELLIGENCE OF THE KREE HAS NO OBJECTION TO THIS DUEL.
NOR DO I, RK'LLL, EMPRESS OF THE SKRULLS...
...PROVIDED OUR REPRESENTATIVES ARE PERMITTED TO MONITOR THE BATTLE.
MY LEIGE, NO! I MUST STAND BESIDE THIS MIS-BEGOTTEN MATE OF A MUDWORM?! YOU ASK TOO MUCH OF ME!
THEN STAY BEHIND, SKRULL! THE PETTY BICKERING BETWEEN YOUR TWO RACES DOES NOT CONCERN ME.
I AM HERE FOR ONE REASON: TO END FOREVER THE THREAT OF PHOENIX. HINDER ME IN ANY WAY, ALIEN --
--AND YOUR LIFE IS FORFEIT!

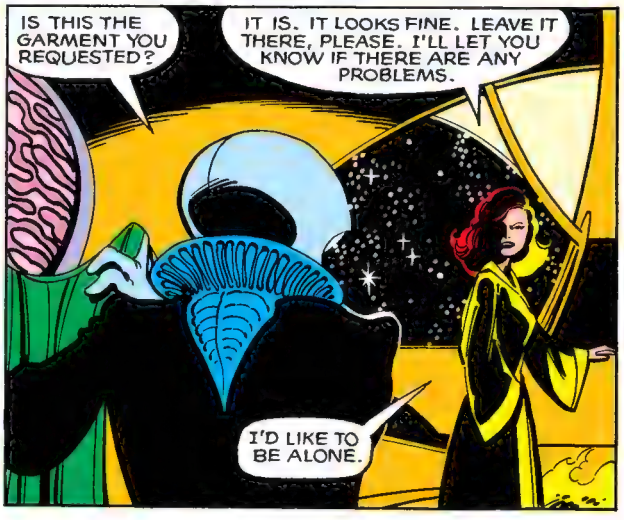

YOUR GAMBIT WAS SUCCESSFUL, CHARLES. I ACCEPT YOUR CHALLENGE.
I PRAY YOU WILL NOT LIVE TO REGRET WHAT YOU'VE DONE THIS DAY.
WE'VE FACED TOUGHER ODDS, LADY-- AND COME OUT ON TOP.

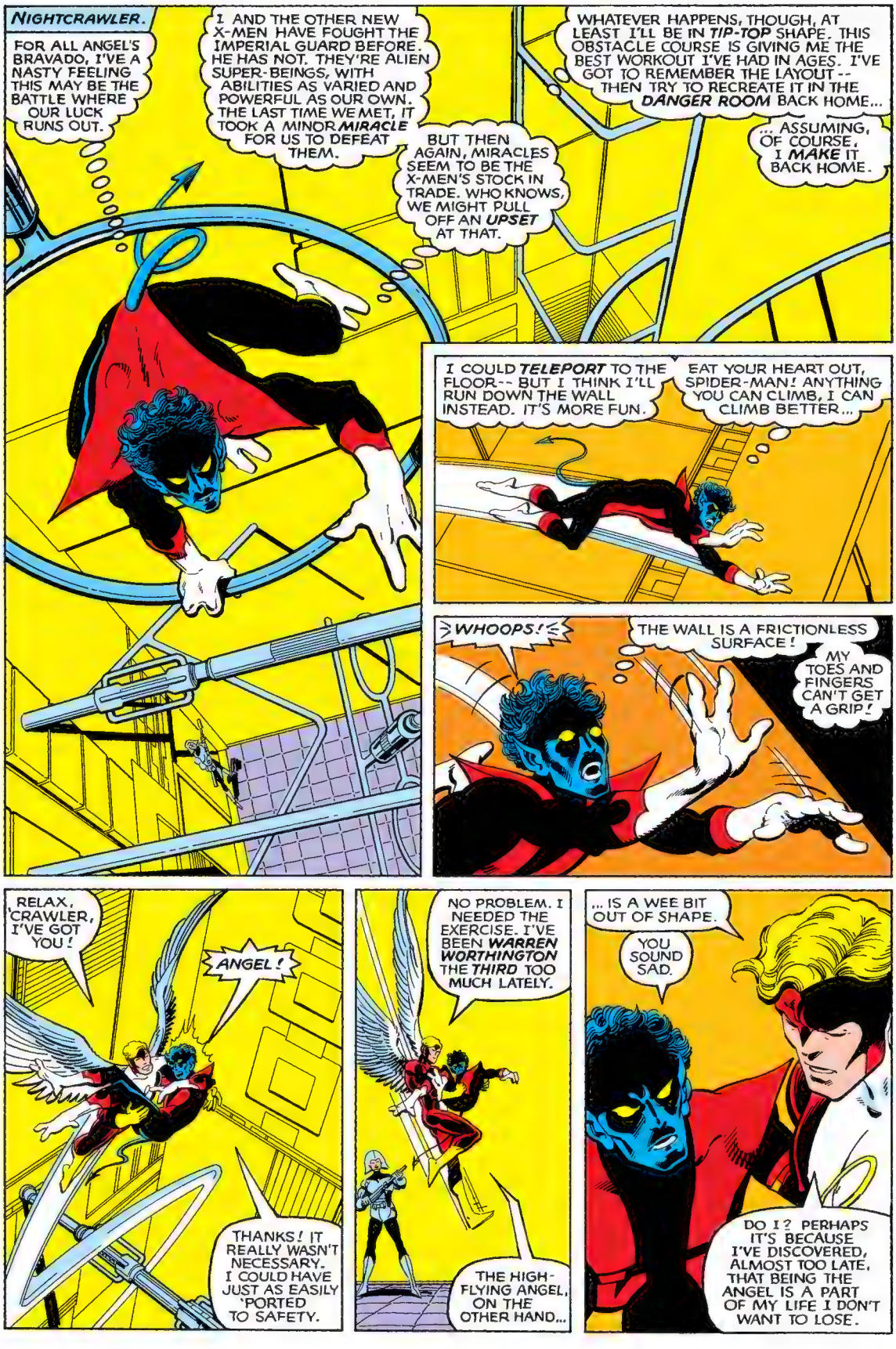
WE SHALL SEE, ANGEL.
NEITHER YOU NOR THE BEAST ARE X-MEN ANY LONGER. THIS IS NOT YOUR FIGHT. YOU ARE FREE TO GO, IF YOU WISH.
WELL, GEE, NOW THAT YOU MENTION IT, LIL, I DID LEAVE SOME COOKIES BAKING IN THE OVEN.
BE SEEING YOU-- ULLP!
WE'LL BOTH STAY.


YOUR COURAGE AND LOYALTY DO YOU CREDIT, X-MEN.
YOU WILL HAVE A DAY TO REST, TO RECOVER YOUR STRENGTH, TO PREPARE.
THE DUEL BEGINS AT DAWN.

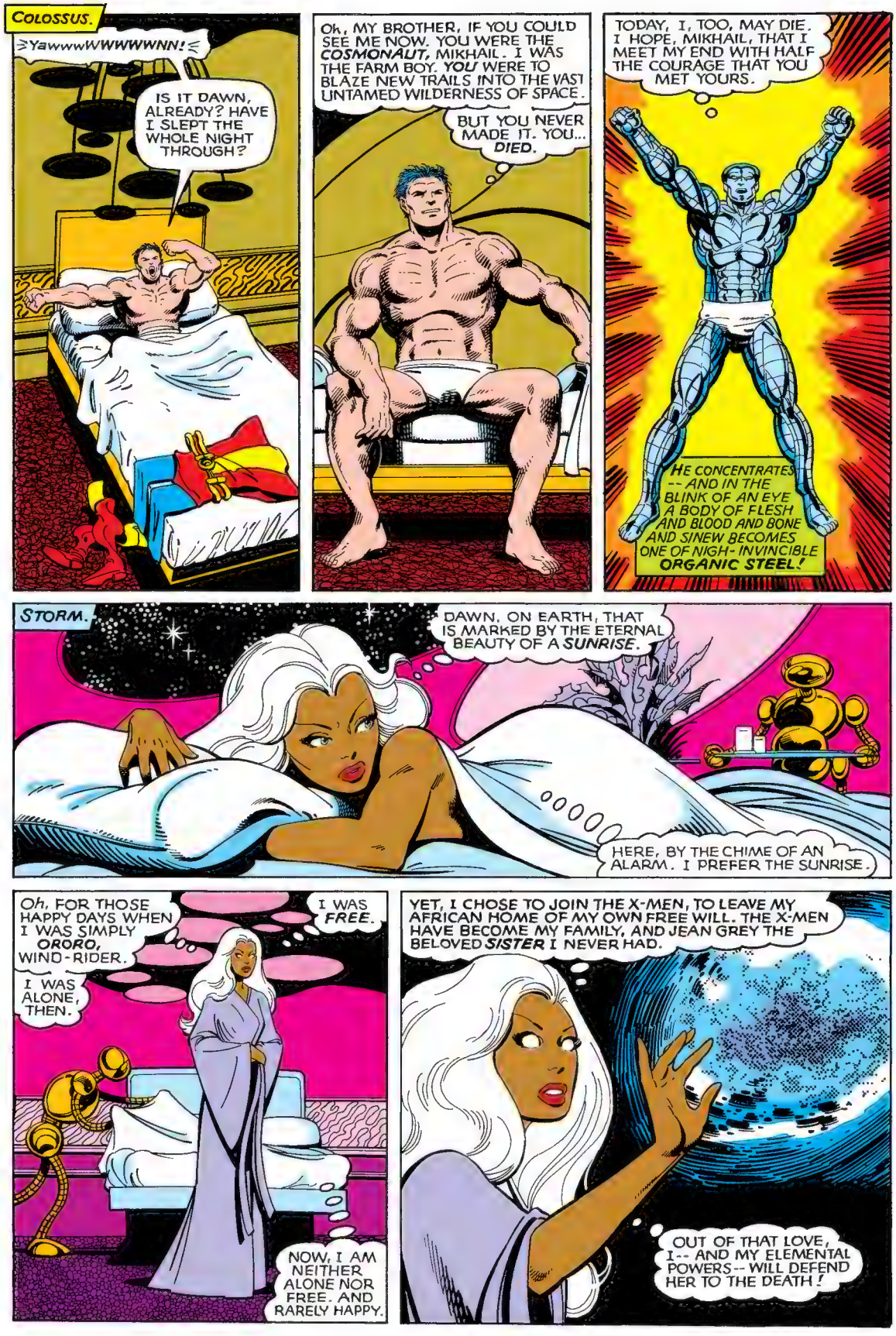

JEAN GREY.
ONLY HOURS AGO-- IS THAT ALL?-- AS DARK PHOENIX, I HELD THE WHOLE UNIVERSE IN THE PALM OF MY HAND.
FOR A WHILE, I WAS ALMOST GOD.
I WAS TERRIBLE-- YET BEAUTIFUL. AN ANGEL. I DIDN'T WANT THAT AWESOME POWER. I DIDN'T MEAN TO DO WHAT I DID.
BUT I DID IT JUST THE SAME.

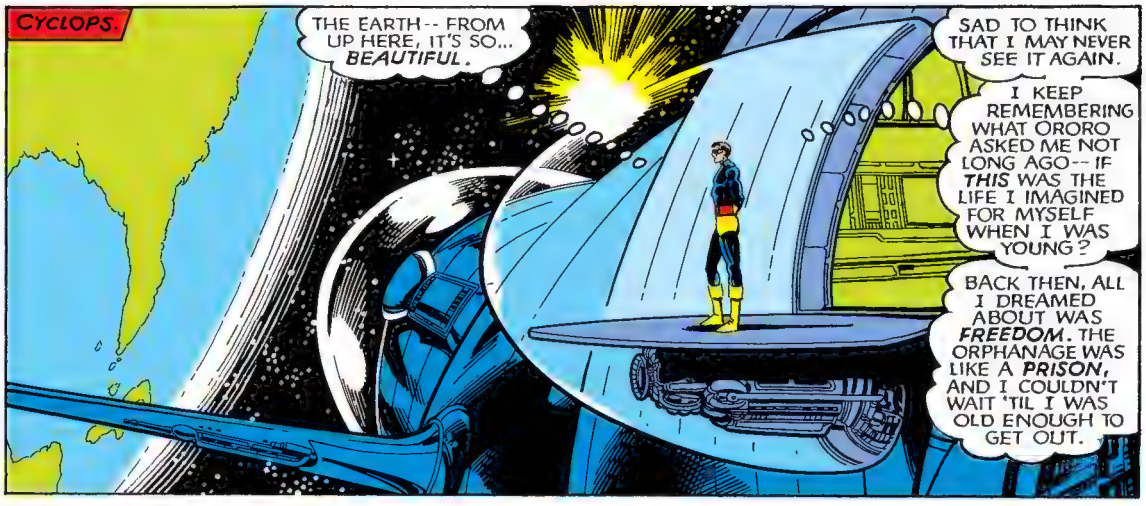

NOW, THE TIME HAS COME TO PAY THE PRICE.
GOD... MERCIFUL GOD, HELP ME. GIVE ME STRENGTH.
MILADY?
Eh?!

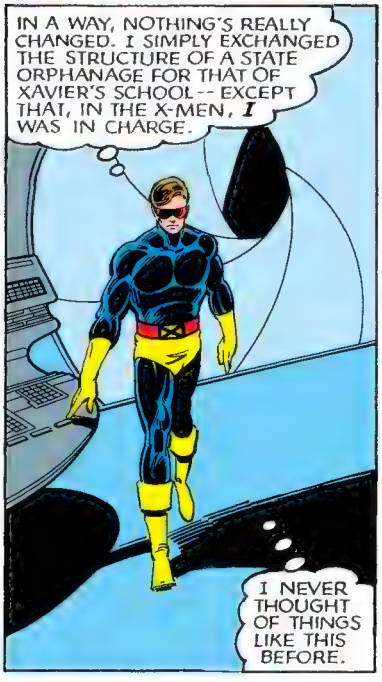

IS THIS THE GARMENT YOU REQUESTED?
IT IS. IT LOOKS FINE. LEAVE IT THERE, PLEASE. I'LL LET YOU KNOW IF THERE ARE ANY PROBLEMS.
I'D LIKE TO BE ALONE.


NIGHTCRAWLER.
FOR ALL ANGEL'S BRAVADO, I'VE A NASTY FEELING THIS MAY BE THE BATTLE WHERE OUR LUCK RUNS OUT.
I AND THE OTHER NEW X-MEN HAVE FOUGHT THE IMPERIAL GUARD BEFORE. HE HAS NOT. THEY'RE ALIEN SUPER-BEINGS, WITH ABILITIES AS VARIED AND POWERFUL AS OUR OWN. THE LAST TIME WE MET, IT TOOK A MINOR MIRACLE FOR US TO DEFEAT THEM.
BUT THEN AGAIN, MIRACLES SEEM TO BE THE X-MEN'S STOCK IN TRADE. WHO KNOWS, WE MIGHT PULL OFF AN UPSET AT THAT.
WHATEVER HAPPENS, THOUGH, AT LEAST I'LL BE IN TIP-TOP SHAPE. THIS OBSTACLE COURSE IS GIVING ME THE BEST WORKOUT I'VE HAD IN AGES. I'VE GOT TO REMEMBER THE LAYOUT -- THEN TRY TO RECREATE IT IN THE DANGER ROOM BACK HOME...
... ASSUMING, OF COURSE, I MAKE IT BACK HOME.
I COULD TELEPORT TO THE FLOOR -- BUT I THINK I'LL RUN DOWN THE WALL INSTEAD. IT'S MORE FUN.
EAT YOUR HEART OUT, SPIDER-MAN! ANYTHING YOU CAN CLIMB, I CAN CLIMB BETTER...
WHOOPS!
THE WALL IS A FRICTIONLESS SURFACE!
MY TOES AND FINGERS CAN'T GET A GRIP!
RELAX, 'CRAWLER, I'VE GOT YOU!
ANGEL!
THANKS! IT REALLY WASN'T NECESSARY. I COULD HAVE JUST AS EASILY 'PORTED TO SAFETY.
NO PROBLEM. I NEEDED THE EXERCISE. I'VE BEEN WARREN WORTHINGTON THE THIRD TOO MUCH LATELY.
THE HIGH-FLYING ANGEL, ON THE OTHER HAND...
... IS A WEE BIT OUT OF SHAPE.
YOU SOUND SAD.
DO I? PERHAPS IT'S BECAUSE I'VE DISCOVERED, ALMOST TOO LATE, THAT BEING THE ANGEL IS A PART OF MY LIFE I DON'T WANT TO LOSE.

WOLVERINE:
NICE DIGS. AN OKAY PLACE TO SPEND THE NIGHT-- BUT I'D GO BATTY IF I WAS FORCED TO LIVE HERE.
'COURSE, THIS TIME TOMORROW, I MAY NOT HAVE'TA WORRY ABOUT LIVIN' ANYWHERE.
FOR THE FIRST TIME IN MY LIFE, THE THOUGHT OF DYIN'... BOTHERS ME.
I AIN'T SCARED.
AIN'T MUCH FOR A MAN WITH UNBREAKABLE ADAMANTIUM BONES AN' RAZOR-SHARP ADAMANTIUM CLAWS TO BE SCARED OF.
SNIKT!
IT'S THAT, ALL OF A SUDDEN, I GOT LOOSE ENDS IN MY LIFE.
UNFINISHED BUSINESS. SOMEONE WHO CARES FOR ME-- WHO LOVES ME--
--AS MUCH AS I LOVE HER.
MARIKO YASHIDA.
I WONDER IF I'LL EVER SEE HER AGAIN?
ONE WAY OR THE OTHER, I'LL KNOW SOON ENOUGH.
BEAST:
WARREN, MY OLD FRIEND, YOU ARE A DUNCE! LILANDRA OFFERED US AN OUT, A CHANCE TO RETURN TO EARTH...
... A CHANCE FOR ME TO CALL THE AVENGERS-- AND JUST ABOUT EVERY OTHER SUPER-HERO I COULD GET MY HANDS ON-- FOR HELP.
AND YOU BLEW IT FOR ME, NOBLE, AMIGO, BUT DUMB! IN THE OLD DAYS, YOU WERE LOTS BETTER AT PICKING UP MY VERBAL CUES.
SO IT GOES. THE HAND'S DEALT.
ALL WE CAN DO IS PLAY IT OUT AS BEST WE CAN.
HELLLL-LO!
I AM YOUR MASSEUSE, SIR. I HAVE BEEN SENT TO TAKE CARE OF YOU.
WOW!


COLOSSUS.
≥YawwwWWWWWNN!≤
IS IT DAWN, ALREADY? HAVE I SLEPT THE WHOLE NIGHT THROUGH?
OH, MY BROTHER, IF YOU COULD SEE ME NOW. YOU WERE THE COSMONAUT, MIKHAIL. I WAS THE FARM BOY. YOU WERE TO BLAZE NEW TRAILS INTO THE VAST UNTAMED WILDERNESS OF SPACE.
BUT YOU NEVER MADE IT. YOU... DIED.
TODAY, I, TOO, MAY DIE. I HOPE, MIKHAIL, THAT I MEET MY END WITH HALF THE COURAGE THAT YOU MET YOURS.
HE CONCENTRATES -- AND IN THE BLINK OF AN EYE A BODY OF FLESH AND BLOOD AND BONE AND SINEW BECOMES ONE OF NIGH-INVINCIBLE ORGANIC STEEL!
STORM.
DAWN, ON EARTH, THAT IS MARKED BY THE ETERNAL BEAUTY OF A SUNRISE.
HERE, BY THE CHIME OF AN ALARM. I PREFER THE SUNRISE.
OH, FOR THOSE HAPPY DAYS WHEN I WAS SIMPLY ORORO, WIND-RIDER.
I WAS ALONE, THEN.
I WAS FREE.
NOW, I AM NEITHER ALONE NOR FREE. AND RARELY HAPPY.
YET, I CHOSE TO JOIN THE X-MEN, TO LEAVE MY AFRICAN HOME OF MY OWN FREE WILL. THE X-MEN HAVE BECOME MY FAMILY, AND JEAN GREY THE BELOVED SISTER I NEVER HAD.
OUT OF THAT LOVE, I-- AND MY ELEMENTAL POWERS-- WILL DEFEND HER TO THE DEATH!


CYCLOPS.
THE EARTH -- FROM UP HERE, IT'S SO... BEAUTIFUL.
SAD TO THINK THAT I MAY NEVER SEE IT AGAIN.
I KEEP REMEMBERING WHAT ORORO ASKED ME NOT LONG AGO -- IF THIS WAS THE LIFE I IMAGINED FOR MYSELF WHEN I WAS YOUNG?
BACK THEN, ALL I DREAMED ABOUT WAS FREEDOM. THE ORPHANAGE WAS LIKE A PRISON, AND I COULDN'T WAIT 'TIL I WAS OLD ENOUGH TO GET OUT.


IN A WAY, NOTHING'S REALLY CHANGED. I SIMPLY EXCHANGED THE STRUCTURE OF A STATE ORPHANAGE FOR THAT OF XAVIER'S SCHOOL -- EXCEPT THAT, IN THE X-MEN, I WAS IN CHARGE.
I NEVER THOUGHT OF THINGS LIKE THIS BEFORE.

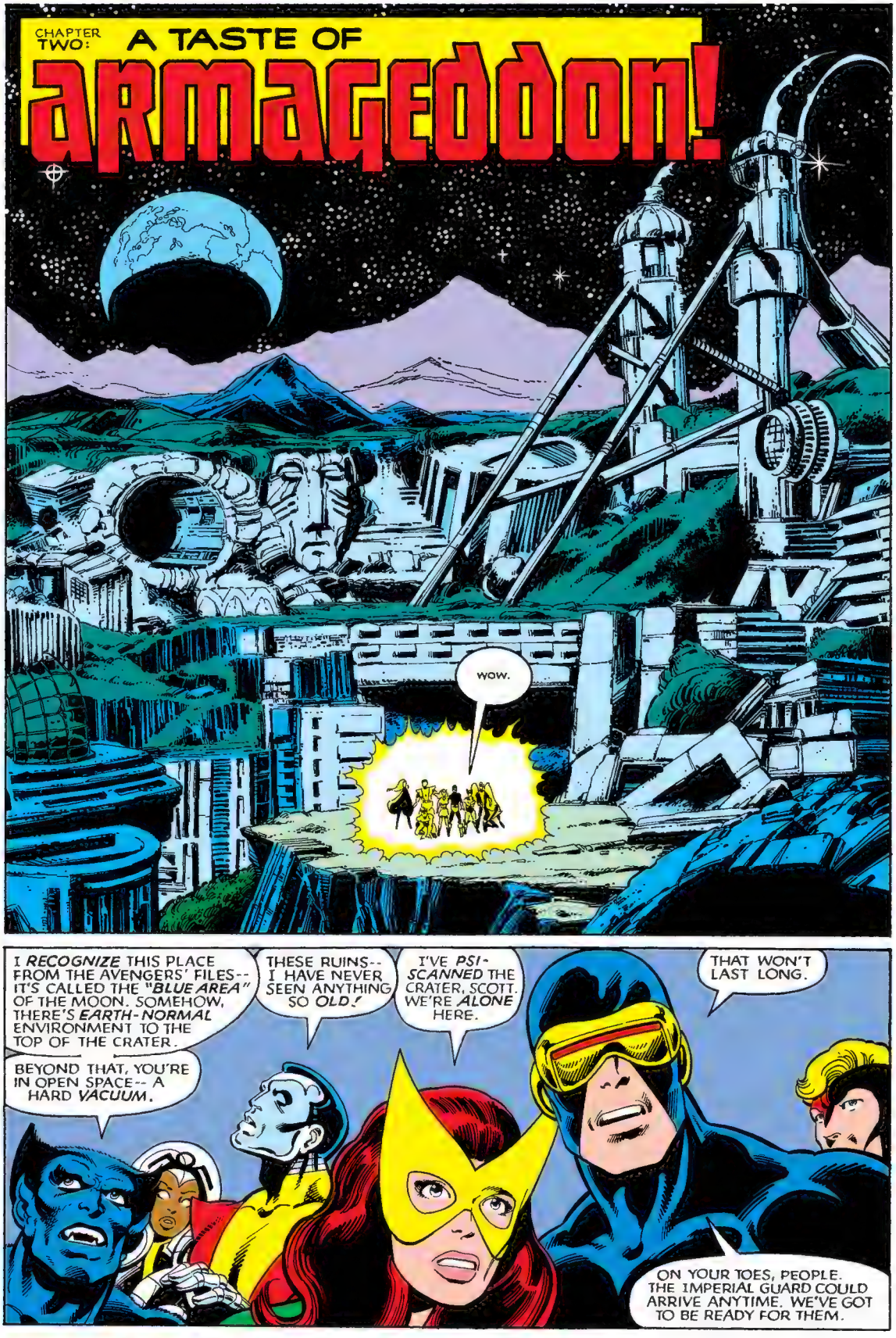
I GUESS THAT SAYS SOMETHING ABOUT THE DIFFERENCE BETWEEN GETTING OLDER... AND GROWING UP. I'VE DONE THE FIRST --
-- IT'S ABOUT TIME I DID THE SECOND.
ALL THINGS CONSIDERED, MY DARLING, I THINK YOU TURNED OUT REAL FINE.

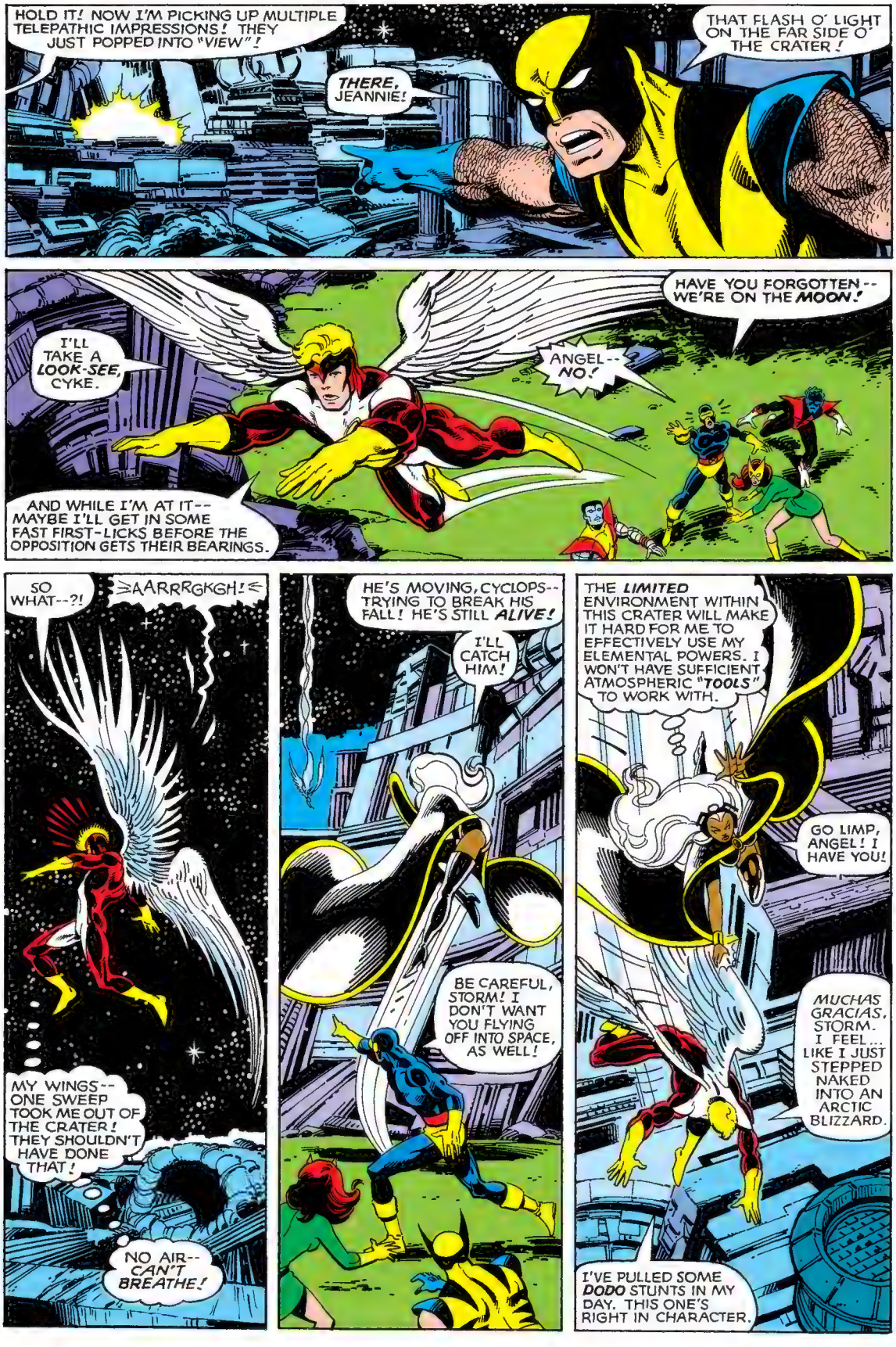
WHAT?! JEAN! YOU READ MY MIND!
I NO LONGER HAVE THE POWER OF PHOENIX, SCOTT --
-- BUT I'M STILL A TELEPATH. AND WE STILL SHARE OUR PSYCHIC RAPPORT.

YOU'RE DRESSED AS MARVEL GIRL -- WHY?!
I'M NOT SURE -- NOSTALGIA? PRIDE? I STARTED AS MARVEL GIRL, AND THAT'S HOW I'LL FINISH.
SCOTT, THERE'S ANOTHER DIFFERENCE BETWEEN THAT ORPHANAGE -- I HATE WHAT THAT PLACE DID TO YOU -- AND THE X-MEN. AN IMPORTANT DIFFERENCE.
HERE, YOU FOUND FRIENDS.

PEOPLE WHO CARE FOR YOU, WHO LOVE YOU.
WHATEVER HAPPENS, KNOW THAT... I LOVE YOU.
AND I, YOU -- WITH ALL MY HEART.

LATER...
IT'S BEEN NEARLY EIGHT YEARS SINCE APOLLO 17, THE LAST LUNAR MISSION. MANY BELIEVE MAN WILL NOT WALK ON THE MOON AGAIN BEFORE THE TURN OF THE CENTURY, IF EVEN THEN. THAT WOULD BE A SHAME, AND A TERRIBLE WASTE.
IT TOOK AMERICA'S ASTRONAUTS THREE DAYS TO MAKE THE JOURNEY FROM EARTH TO MOON. LILANDRA'S FLAGSHIP DOES IT IN MINUTES.
AND, ON THAT SPACECRAFT'S TRANSPORTER DECK...
I WISH YOU LUCK, GLADIATOR. I'D LIKE TO THINK THAT, UNDER OTHER CIRCUMSTANCES, WE MIGHT HAVE BEEN FRIENDS. THERE'S SO MUCH WE COULD LEARN FROM YOU-- YOUR PEOPLE-- FIGHTING LIKE THIS SEEMS SO STUPID...
...YET FIGHT WE MUST. I WISH YOU LUCK AS WELL, CYCLOPS.
I HAVE RARELY FACED SO HONORABLE A FOE.
THE X-MEN AND THE IMPERIAL GUARD WILL FIGHT UNTIL ONE TEAM OR THE OTHER IS DEFEATED. IF THE X-MEN WIN, THOSE WHO SURVIVE WILL BE SET FREE. IF MY IMPERIALS WIN...
...PHOENIX-- JEAN GREY-- IS OURS, TO DO WITH AS WE WILL. WILL YOU ABIDE BY THESE TERMS, CYCLOPS?
WE WILL.
YOU HAVE OUR WORD ON THAT.
I WISH YOU WELL, X-MEN. TODAY, I MUST PLAY THE ROLE OF EXECUTIONER-- YET I WOULD GIVE ANYTHING TO BE FIGHTING BY YOUR SIDE.
BEAM THEM DOWN, TECHNICIAN.
THE X-MEN FACE HOPELESS ODDS, MAJESTRIX...
...BUT THEY ARE EXCEPTIONAL BEINGS. SUPPOSE... THEY WIN?
THEY WILL NOT WIN, ARAKI.
YOU HAVE MY WORD ON THAT.

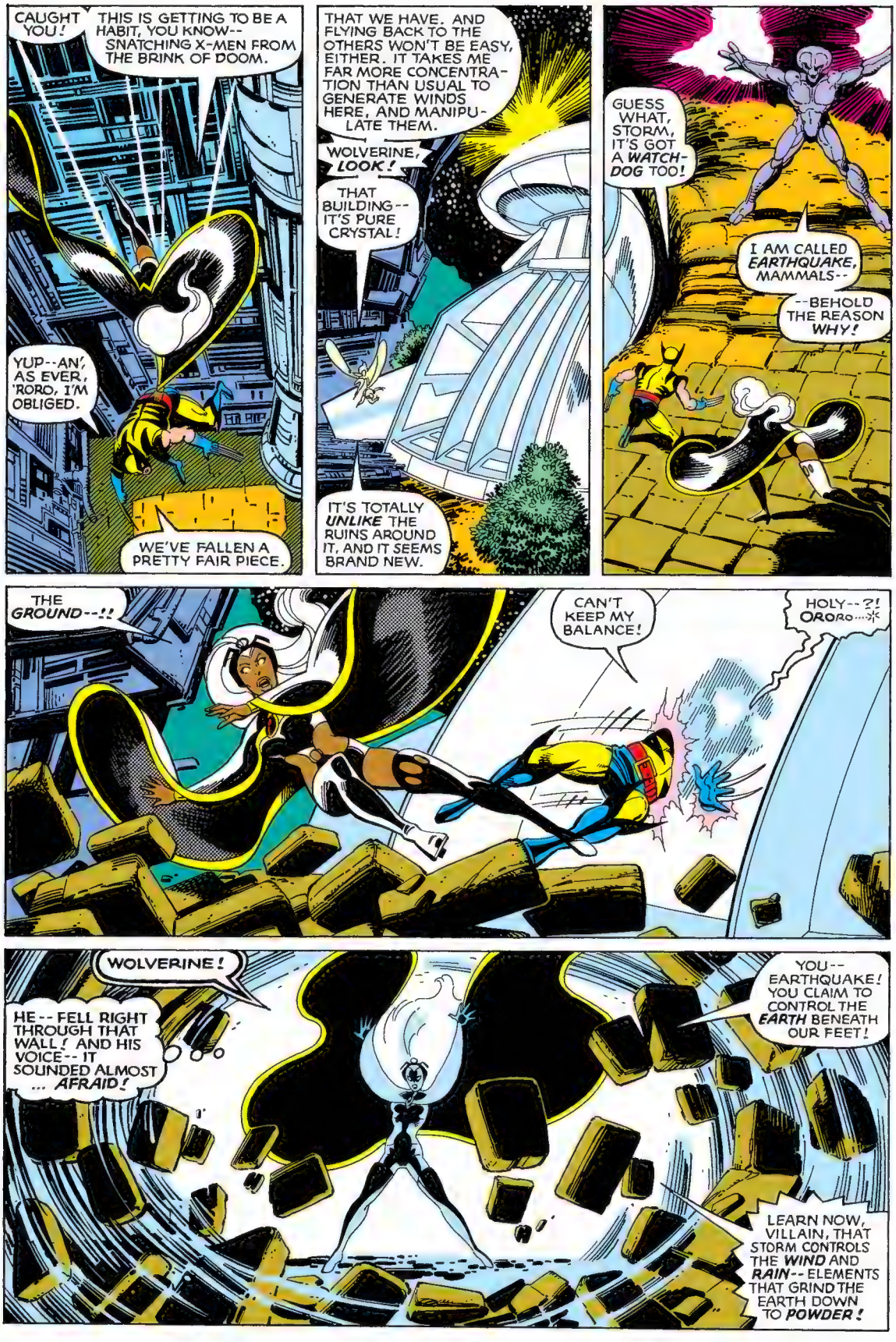

CHAPTER TWO:
A TASTE OF
armageddon!
WOW.
I RECOGNIZE THIS PLACE FROM THE AVENGERS' FILES-- IT'S CALLED THE "BLUE AREA" OF THE MOON. SOMEHOW, THERE'S EARTH-NORMAL ENVIRONMENT TO THE TOP OF THE CRATER.
BEYOND THAT, YOU'RE IN OPEN SPACE-- A HARD VACUUM.
THESE RUINS-- I HAVE NEVER SEEN ANYTHING SO OLD!
I'VE PSI-SCANNED THE CRATER, SCOTT. WE'RE ALONE HERE.
THAT WON'T LAST LONG.
ON YOUR TOES, PEOPLE. THE IMPERIAL GUARD COULD ARRIVE ANYTIME. WE'VE GOT TO BE READY FOR THEM.


HOLD IT! NOW I'M PICKING UP MULTIPLE TELEPATHIC IMPRESSIONS! THEY JUST POPPED INTO "VIEW"!
THERE, JEANNIE!
THAT FLASH O' LIGHT ON THE FAR SIDE O' THE CRATER!
I'LL TAKE A LOOK-SEE, CYKE.
HAVE YOU FORGOTTEN-- WE'RE ON THE MOON!
ANGEL-- NO!
AND WHILE I'M AT IT-- MAYBE I'LL GET IN SOME FAST FIRST-LICKS BEFORE THE OPPOSITION GETS THEIR BEARINGS.
SO WHAT--?!
≥AARRRGKGH!≤
MY WINGS-- ONE SWEEP TOOK ME OUT OF THE CRATER! THEY SHOULDN'T HAVE DONE THAT!
NO AIR-- CAN'T BREATHE!
HE'S MOVING, CYCLOPS-- TRYING TO BREAK HIS FALL! HE'S STILL ALIVE!
I'LL CATCH HIM!
BE CAREFUL, STORM! I DON'T WANT YOU FLYING OFF INTO SPACE, AS WELL!
THE LIMITED ENVIRONMENT WITHIN THIS CRATER WILL MAKE IT HARD FOR ME TO EFFECTIVELY USE MY ELEMENTAL POWERS. I WON'T HAVE SUFFICIENT ATMOSPHERIC "TOOLS" TO WORK WITH.
GO LIMP, ANGEL! I HAVE YOU!
MUCHAS GRACIAS, STORM. I FEEL... LIKE I JUST STEPPED NAKED INTO AN ARCTIC BLIZZARD.
I'VE PULLED SOME DODO STUNTS IN MY DAY. THIS ONE'S RIGHT IN CHARACTER.

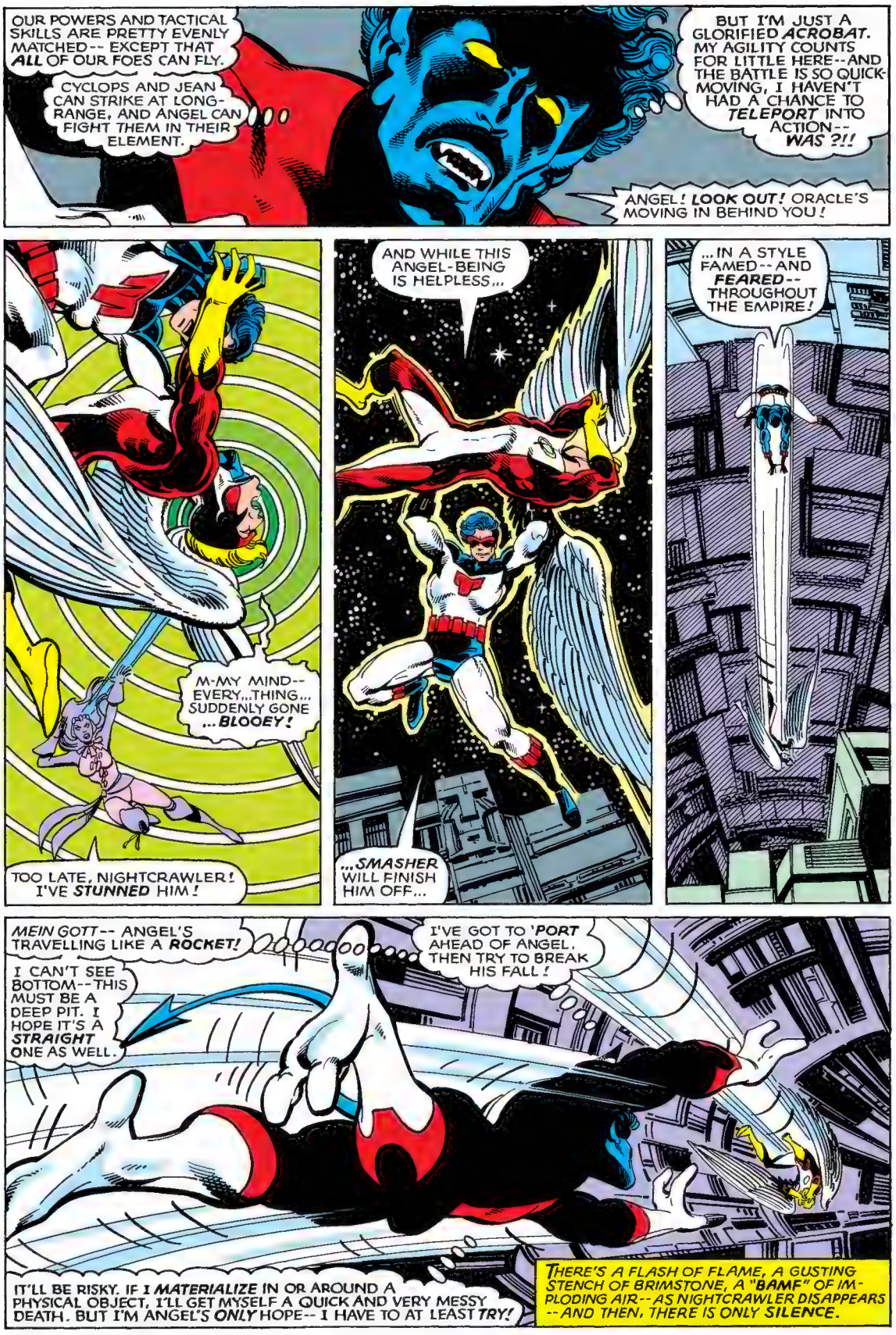
HE SOUNDS SO BITTER, SO UNLIKE HIS NORMAL SELF.
YOU MADE A MISTAKE, ANGEL, THAT IS ALL.
I HAVE A KNACK FOR DOING THAT.
WARREN! HOW DO YOU--?!
FEEL, SCOTT? D-U-M-B. I SCREWED UP.
NEXT TIME, BUDDY, THINK-- WHERE YOU ARE, WHAT YOU'RE DOING. THERE ARE ONLY EIGHT OF US, WARREN.
WE CAN'T AFFORD ANY MISTAKES. YOU GOT AWAY WITH IT ONCE. DON'T PUSH YOUR LUCK.
CYCLOPS-- COMPANY IS COMING.
DO WE MAKE A STAND, BOSS?
WHEN WE'RE READY, WOLVERINE, AND ON OUR TERMS.
WE'LL START WITH HIT-AND-RUN TACTICS, TO THROW THE IMPERIALS OFF-BALANCE AND WHITTLE DOWN THEIR FORCES.
FOR NOW, WE SPLIT UP. PHOE-- I MEAN, MARVEL GIRL-- WILL USE A MINDLINK TO KEEP US ALL IN TOUCH. WE'VE GOT THESE RUINS, BEAST; LET'S USE 'EM TO OUR BEST ADVANTAGE.
Oh, GOODY! I JUST LOVE PLAYING HIDE-'N'-SEEK!
ANY TELEPATHIC SIGN OF THE IMPIES, JEAN?
I'M AFRAID NOT, WARREN. THEY'RE BLOCKING MY PROBES. I DON'T WANT TO PUSH TOO HARD; THEY MIGHT BE ABLE TO BACKTRACK THE SCAN TO US.
GOOD MOVE, JEAN--uh-oh!
THIS PLAZA'S WIDE OPEN-- ALMOST NO COVER. A PERFECT PLACE FOR AN AMBUSH.
TAKE THE POINT, NIGHTCRAWLER.
AS YOU COMMAND, FEARLESS LEADER.

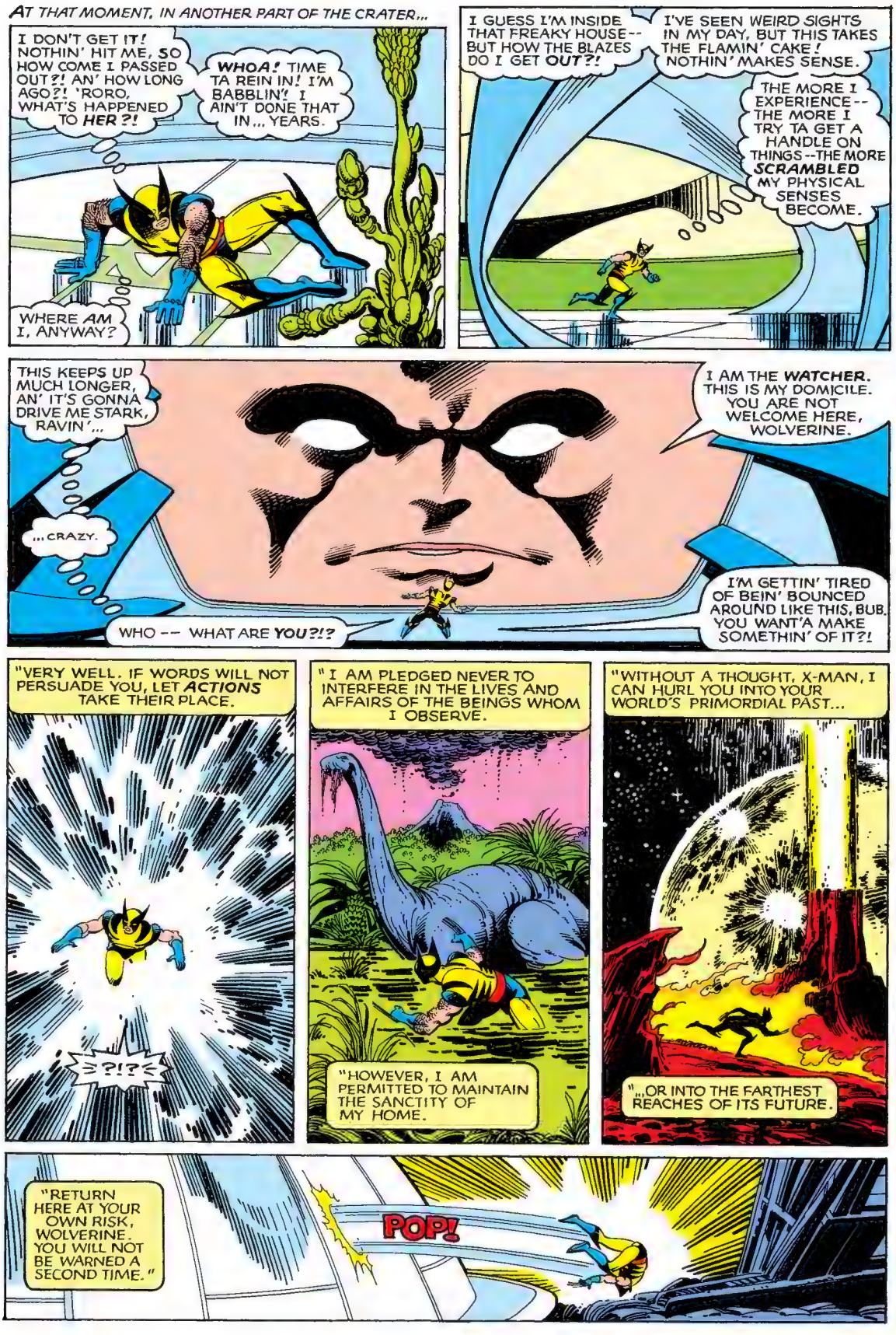
BUT, BEFORE THE GERMAN-BORN MUTANT CAN EVEN TAKE A STEP...
WATCH OUT!
FOOM!
SCOTT!!
THAT WAS A WARNING SHOT, X-MEN! YIELD--OR MY NEXT BOLT OF STARFIRE WILL BURN YOU TO ASHES!
IN A WORD, STARBOLT--NUTS!
THIS ALBINO LADY IS CALLED ORACLE. ACCORDING TO CYKE'S BRIEFING BEFORE WE BEAMED DOWN, SHE HAS PSI-POWERS LIKE MARVEL GIRL'S.
FOOLS--YOUR FATE IS SEALED!
PROMISES, PROMISES!
ZARK!
YOU GUYS HEAR THAT? CYKE'S FIRIN' HIS OPTIC BLASTS-- AT PRETTY NEAR FULL POWER, TOO.
SOUNDS LIKE THE FIGHT'S STARTED WITHOUT US.
ZARK!
MY FRIENDS, SHOULD WE NOT GO TO THEIR AID?
WE SHOULD NOT, COLOSSUS--MUCH AS WE'D LIKE TO. FOR THE MOMENT, CYKE'S TEAM IS ON ITS OWN, JUST AS WE ARE.
DON'T WORRY, THOUGH, THERE ARE PROBABLY MORE THAN ENOUGH VILLAINS TO GO 'ROUND.
SEE WHAT I MEAN?
WE HAVE MET THE ENEMY, X-MEN--
--AND IT IS BIG!
ORGANIC BEINGS, WE ARE WARSTAR. WE OFFER YOU A CHOICE--HONORABLE SURRENDER...
...OR HONORABLE DEATH.
COLOSSUS, THIS REJECT "ROBBY THE ROBOT" LOOKS RIGHT UP YOUR ALLEY. WOLVERINE, YOU BACK HIM UP.
WHEN I GIVE THE WORD--

NOTHIN' HONORABLE ABOUT GIVIN' UP, BUB, AN' AS FER DEATH -- BIG DEAL! THAT HAPPENS TO EV'RYONE, SOONER OR LATER.
STUFF YER OFFER, TIN-MAN! THE X-MEN AIN'T INTERESTED!
COLOSSUS -- TAKE HIM!
BOM!
THAT WILL BE MY PLEASURE, TOVARISCH.
IF THAT'S THE WAY YOU WANT IT, TERRANS.
YOU TAKE CARE OF COLOSSUS, C'LL -- THIS FUZZY ONE IS ALL MINE!
HEY! THERE'S TWO OF THEM!
THAT, STORM, IS MY CUE TA GET INVOLVED. GIMME ABOUT FIVE SECONDS, AN' WE'LL KNOW IF THESE SUCKERS ARE WORTH THE METAL THEY'RE MADE OUT OF.
MY APOLOGIES, WOLVERINE --
-- BUT THAT, I CANNOT ALLOW!
GLADIATOR!
RRRIP!

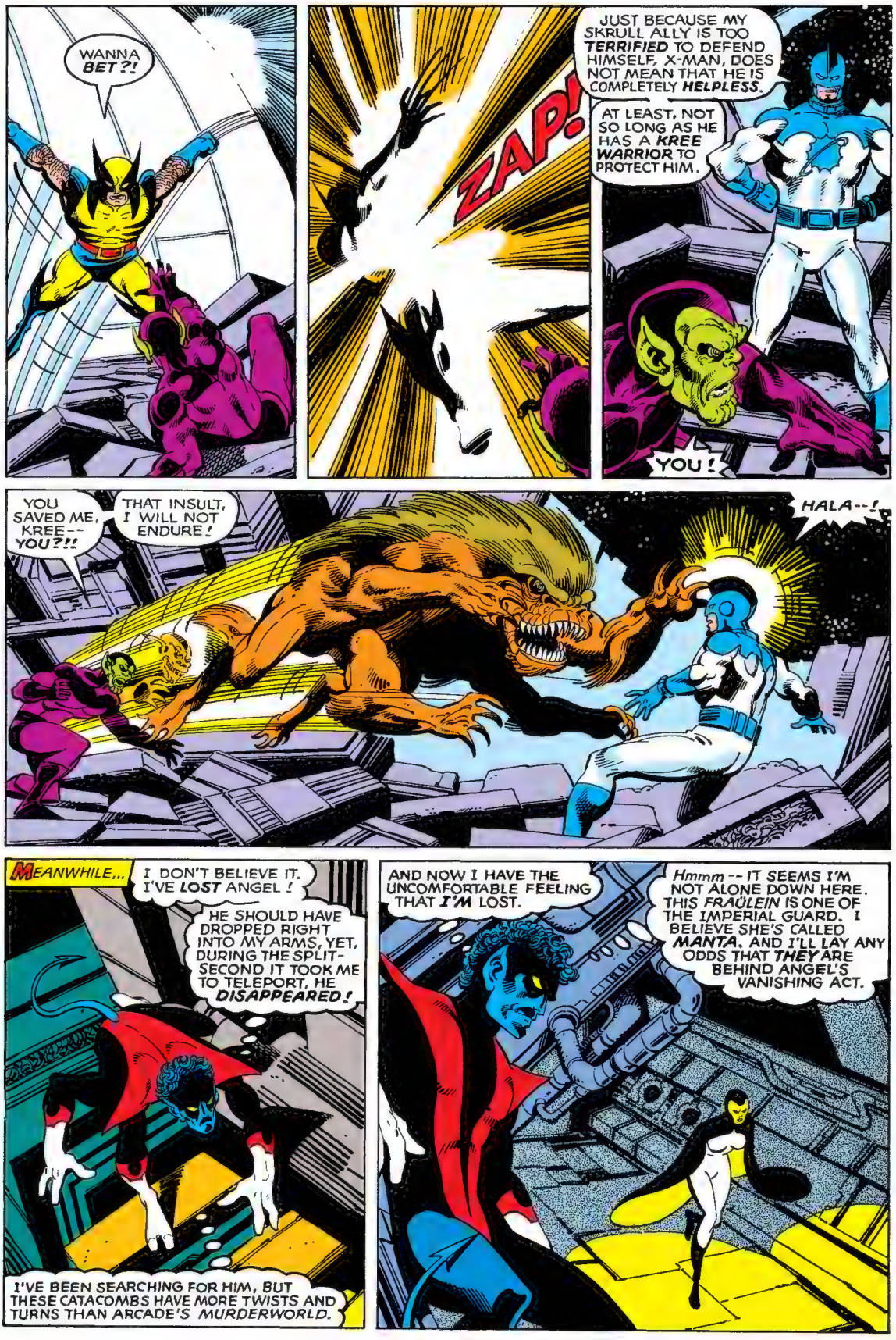

CAUGHT YOU!
THIS IS GETTING TO BE A HABIT, YOU KNOW-- SNATCHING X-MEN FROM THE BRINK OF DOOM.
YUP--AN', AS EVER, 'RORO, I'M OBLIGED.
WE'VE FALLEN A PRETTY FAIR PIECE.
THAT WE HAVE. AND FLYING BACK TO THE OTHERS WON'T BE EASY, EITHER. IT TAKES ME FAR MORE CONCENTRATION THAN USUAL TO GENERATE WINDS HERE, AND MANIPULATE THEM.
WOLVERINE, LOOK!
THAT BUILDING-- IT'S PURE CRYSTAL!
IT'S TOTALLY UNLIKE THE RUINS AROUND IT, AND IT SEEMS BRAND NEW.
GUESS WHAT, STORM, IT'S GOT A WATCH-DOG TOO!
I AM CALLED EARTHQUAKE, MAMMALS--
--BEHOLD THE REASON WHY!
THE GROUND--!!
CAN'T KEEP MY BALANCE!
HOLY--?! ORORO....
WOLVERINE!
HE-- FELL RIGHT THROUGH THAT WALL! AND HIS VOICE-- IT SOUNDED ALMOST ... AFRAID!
YOU-- EARTHQUAKE! YOU CLAIM TO CONTROL THE EARTH BENEATH OUR FEET!
LEARN NOW, VILLAIN, THAT STORM CONTROLS THE WIND AND RAIN-- ELEMENTS THAT GRIND THE EARTH DOWN TO POWDER!

PAVESTONES-- SHE'S HURLING THEM AT ME!
SO EASILY STAGGERED, EARTHQUAKE? A PITY-- I'VE ONLY JUST BEGUN TO SHOW YOU WHAT I CAN DO!
STORM IS CONCENTRATING ON EARTHQUAKE-- AND HASN'T YET NOTICED ME!
MY THROAT-- AARRRGH!
THAT COULD PROVE TO BE A FATAL MISTAKE.
MY NEURO-WHIP SHOULD TAKE THE FIGHT OUT OF HER!
MANY THANKS, HUSSAR!
I CAN HANDLE THINGS FROM THIS POINT.
THIS X-MAN WILL GIVE US NO MORE TROUBLE, eh, HUSSAR?
FIRST-BLOOD TO THE IMPERIAL GUARD-- A GOOD OMEN!
NO!!
ELSEWHERE...
WE'RE HOLDING OUR OWN...
...BUT THAT'S ABOUT IT.

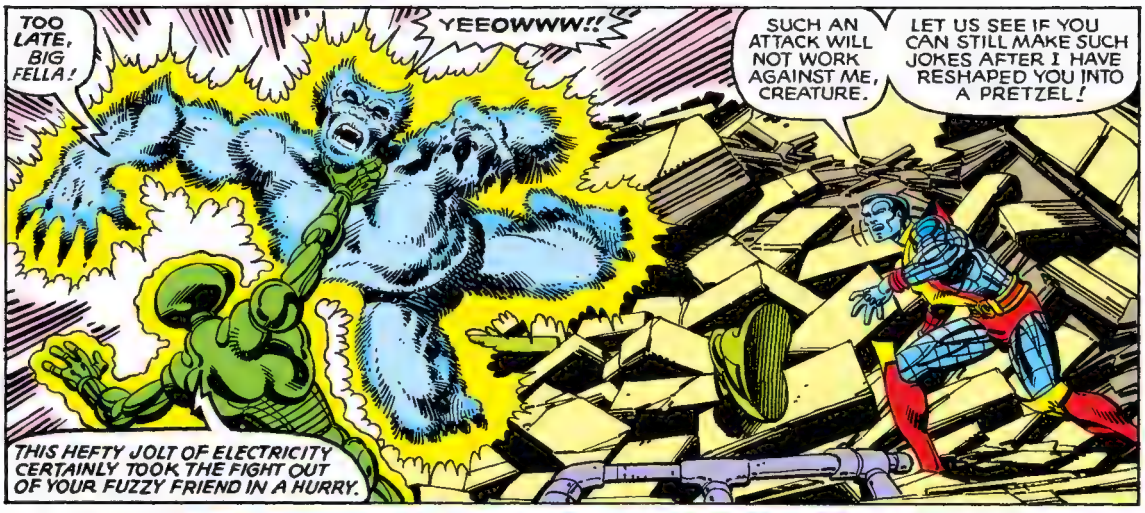

OUR POWERS AND TACTICAL SKILLS ARE PRETTY EVENLY MATCHED-- EXCEPT THAT ALL OF OUR FOES CAN FLY.
CYCLOPS AND JEAN CAN STRIKE AT LONG-RANGE, AND ANGEL CAN FIGHT THEM IN THEIR ELEMENT.
BUT I'M JUST A GLORIFIED ACROBAT. MY AGILITY COUNTS FOR LITTLE HERE--AND THE BATTLE IS SO QUICK-MOVING, I HAVEN'T HAD A CHANCE TO TELEPORT INTO ACTION-- WAS ?!!
ANGEL! LOOK OUT! ORACLE'S MOVING IN BEHIND YOU!
M-MY MIND-- EVERY...THING... SUDDENLY GONE ...BLOOEY!
TOO LATE, NIGHTCRAWLER! I'VE STUNNED HIM!
AND WHILE THIS ANGEL-BEING IS HELPLESS...
...SMASHER WILL FINISH HIM OFF...
...IN A STYLE FAMED-- AND FEARED-- THROUGHOUT THE EMPIRE!
MEIN GOTT-- ANGEL'S TRAVELLING LIKE A ROCKET!
I CAN'T SEE BOTTOM--THIS MUST BE A DEEP PIT. I HOPE IT'S A STRAIGHT ONE AS WELL.
I'VE GOT TO 'PORT AHEAD OF ANGEL, THEN TRY TO BREAK HIS FALL!
IT'LL BE RISKY. IF I MATERIALIZE IN OR AROUND A PHYSICAL OBJECT, I'LL GET MYSELF A QUICK AND VERY MESSY DEATH. BUT I'M ANGEL'S ONLY HOPE-- I HAVE TO AT LEAST TRY!
THERE'S A FLASH OF FLAME, A GUSTING STENCH OF BRIMSTONE, A "BAMF" OF IMPLODING AIR--AS NIGHTCRAWLER DISAPPEARS --AND THEN, THERE IS ONLY SILENCE.

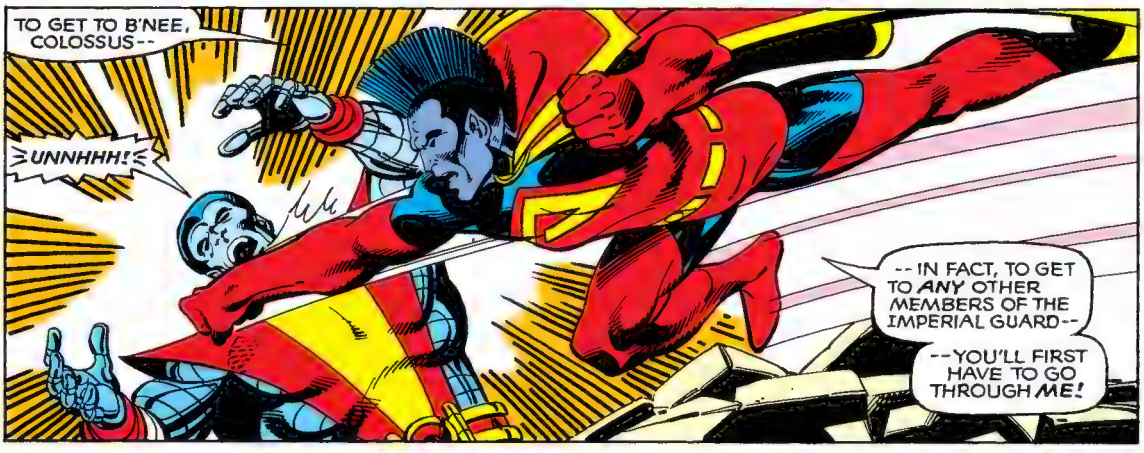

AT THAT MOMENT, IN ANOTHER PART OF THE CRATER...
I DON'T GET IT! NOTHIN' HIT ME, SO HOW COME I PASSED OUT?! AN' HOW LONG AGO?! 'RORO, WHAT'S HAPPENED TO HER?!
WHOA! TIME TA REIN IN! I'M BABBLIN'! I AIN'T DONE THAT IN... YEARS.
WHERE AM I, ANYWAY?
I GUESS I'M INSIDE THAT FREAKY HOUSE-- BUT HOW THE BLAZES DO I GET OUT?!
I'VE SEEN WEIRD SIGHTS IN MY DAY, BUT THIS TAKES THE FLAMIN' CAKE! NOTHIN' MAKES SENSE.
THE MORE I EXPERIENCE-- THE MORE I TRY TA GET A HANDLE ON THINGS--THE MORE SCRAMBLED MY PHYSICAL SENSES BECOME.
THIS KEEPS UP MUCH LONGER, AN' IT'S GONNA DRIVE ME STARK, RAVIN'...
...CRAZY.
I AM THE WATCHER. THIS IS MY DOMICILE. YOU ARE NOT WELCOME HERE, WOLVERINE.
WHO -- WHAT ARE YOU?!?
I'M GETTIN' TIRED OF BEIN' BOUNCED AROUND LIKE THIS, BUB. YOU WANT'A MAKE SOMETHIN' OF IT?!
"VERY WELL. IF WORDS WILL NOT PERSUADE YOU, LET ACTIONS TAKE THEIR PLACE.
≥?!?≤
"I AM PLEDGED NEVER TO INTERFERE IN THE LIVES AND AFFAIRS OF THE BEINGS WHOM I OBSERVE.
"HOWEVER, I AM PERMITTED TO MAINTAIN THE SANCTITY OF MY HOME.
"WITHOUT A THOUGHT, X-MAN, I CAN HURL YOU INTO YOUR WORLD'S PRIMORDIAL PAST...
"...OR INTO THE FARTHEST REACHES OF ITS FUTURE.
"RETURN HERE AT YOUR OWN RISK, WOLVERINE. YOU WILL NOT BE WARNED A SECOND TIME."
POP!

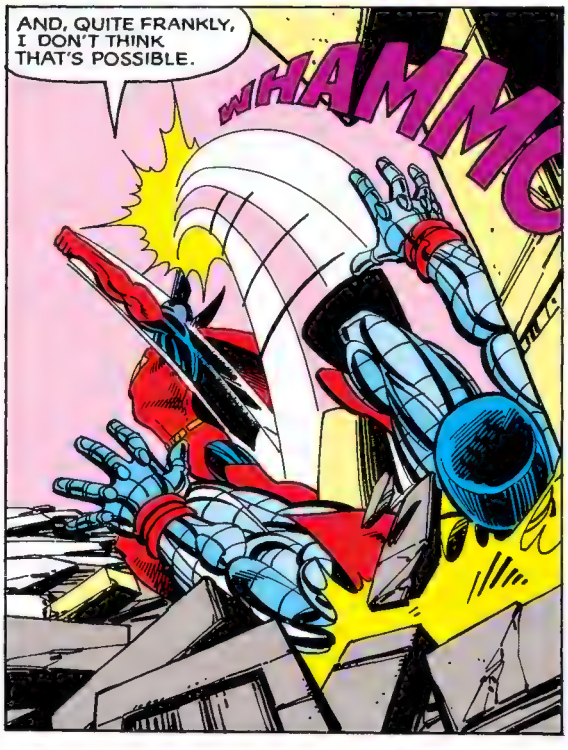
IT'S A LONG TIME BEFORE WOLVERINE MOVES -- BEFORE HE'S EVEN SURE WHERE HE IS...
BUB, YOU GOT ONE HECKUVA WAY OF SAYIN', "NO TRESPASSING." BUT... I GET THE MESSAGE.
MY GUTS, MY MIND -- MY SOUL -- EVERYTHING FEELS LIKE IT'S BEEN TURNED INSIDE-OUT.
WOLVERINE! THANK HEAVEN YOU'RE ALL RIGHT!
NOT EVEN PROTEUS MADE ME FEEL THIS SHAKY.
THAT'S A MATTER OF OPINION, BABE.
Huh?! SOMETHING'S WRONG! THIS LOOKS LIKE 'RORO, SOUNDS LIKE HER, ACTS LIKE HER...
...BUT MY INSTINCTS, MY SENSES, ARE TELLIN' ME, THIS AIN'T HER!
TROUBLE IS, AFTER WHAT THE WATCHER'S FUN-HOUSE RIDE DID TO MY INSIDES, CAN I TRUST THOSE FEELINGS?
ALWAYS HAVE BEFORE, BUT--
-- I GUESS THERE AIN'T NO "BUTS" ABOUT IT!
WOLVERINE, WHAT ARE YOU DOING?!!
HOPIN' I DIDN'T JUST MAKE A BIG MISTAKE, LADY.
WHAM!
HER HANDS, AS I THREW HER, THEY WERE TIGHTENING ON MY NECK. STORM WAS STARTIN' TO STRANGLE ME!
IMPOSSIBLE! YOU COULD NOT HAVE SEEN THROUGH MY DISGUISE!
A SHAPE-CHANGER!
WHERE'D YOU COME FROM, BUB?! YOU AIN'T ONE OF THE IMPERIAL GUARD!
I AM RAKSOR, TERRAN -- A SKRULL WARRIOR!
I AM YOUR DEATH!

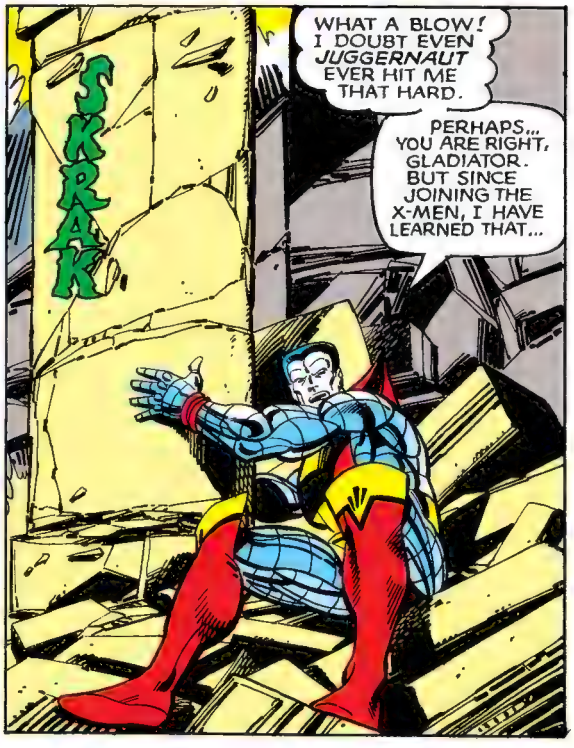

WANNA BET?!
ZAP!
JUST BECAUSE MY SKRULL ALLY IS TOO TERRIFIED TO DEFEND HIMSELF, X-MAN, DOES NOT MEAN THAT HE IS COMPLETELY HELPLESS.
AT LEAST, NOT SO LONG AS HE HAS A KREE WARRIOR TO PROTECT HIM.
YOU!
YOU SAVED ME, KREE-- YOU?!!
THAT INSULT, I WILL NOT ENDURE!
HALA--!
MEANWHILE,...
I DON'T BELIEVE IT. I'VE LOST ANGEL!
HE SHOULD HAVE DROPPED RIGHT INTO MY ARMS, YET, DURING THE SPLIT-SECOND IT TOOK ME TO TELEPORT, HE DISAPPEARED!
I'VE BEEN SEARCHING FOR HIM, BUT THESE CATACOMBS HAVE MORE TWISTS AND TURNS THAN ARCADE'S MURDERWORLD.
AND NOW I HAVE THE UNCOMFORTABLE FEELING THAT I'M LOST.
Hmmm -- IT SEEMS I'M NOT ALONE DOWN HERE. THIS FRAÜLEIN IS ONE OF THE IMPERIAL GUARD. I BELIEVE SHE'S CALLED MANTA. AND I'LL LAY ANY ODDS THAT THEY ARE BEHIND ANGEL'S VANISHING ACT.

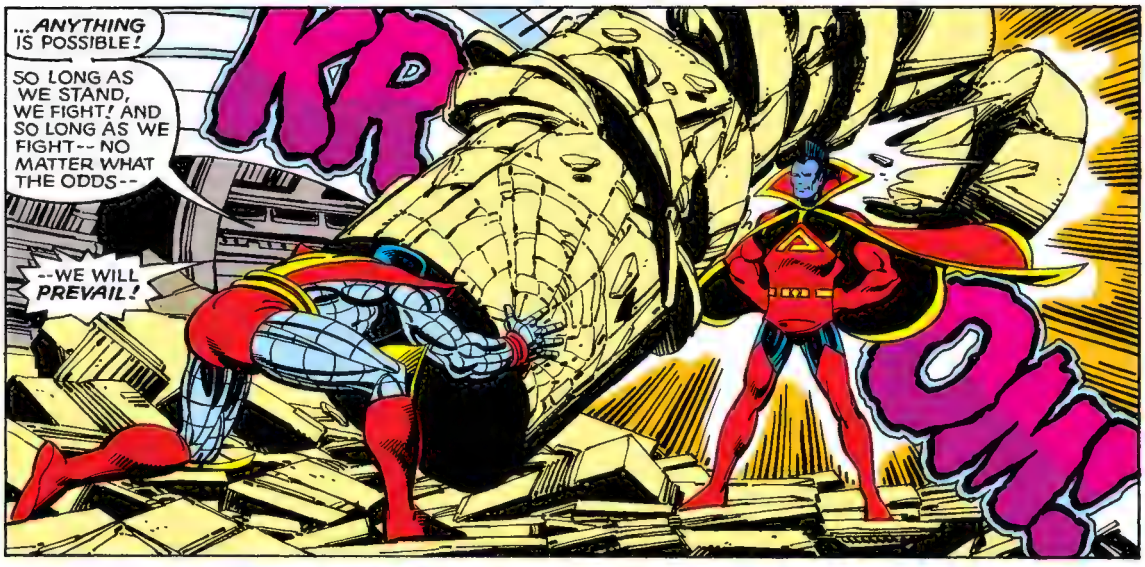
I DOUBT I CAN FIND HIM ON MY OWN. BUT IF I STAY IN THE SHADOWS -- WHERE I'M ALMOST *INVISIBLE* -- AND FOLLOW MANTA...
...SHE MIGHT LEAD ME RIGHT TO HIM.
DON'T TRY TO HIDE FROM ME, NIGHT-CRAWLER--
WHAT?! SHE SPOTTED ME -- BUT *HOW?!?*
-- IT WILL SIMPLY BE A WASTED EFFORT.
YEEAHHHHRRR!!
YOU THOUGHT THE *SHADOWS* WOULD KEEP YOU SAFE.
PERHAPS THEY WOULD HAVE, FROM ONE WITH *NORMAL* VISION. BUT I SEE IN *INFRA-RED*. AGAINST THAT COOL STONE, YOUR WARM, LIVING BODY STOOD OUT LIKE A SUPER-NOVA.
THAT'S TWO MORE TERRANS BEATEN. I WONDER HOW THE REST OF OUR STRIKE FORCE IS FARING?
WARSTAR IS NOT DOING WELL.
SKRAM!
I THOUGHT B'NEE AND C'LL COULD DEAL WITH THESE X-MEN. MY MISTAKE.
MY FOE IS *DOWN*, BEAST! HANG ON! I WILL BE BY YOUR SIDE IN A MOMENT!

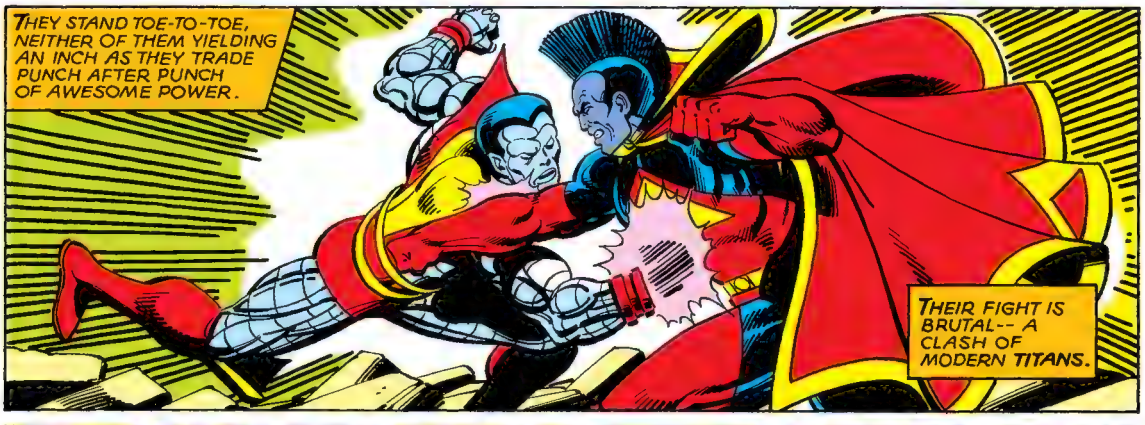

TOO LATE, BIG FELLA!
YEEOWWW!!
SUCH AN ATTACK WILL NOT WORK AGAINST ME, CREATURE.
LET US SEE IF YOU CAN STILL MAKE SUCH JOKES AFTER I HAVE RESHAPED YOU INTO A PRETZEL!
THIS HEFTY JOLT OF ELECTRICITY CERTAINLY TOOK THE FIGHT OUT OF YOUR FUZZY FRIEND IN A HURRY.

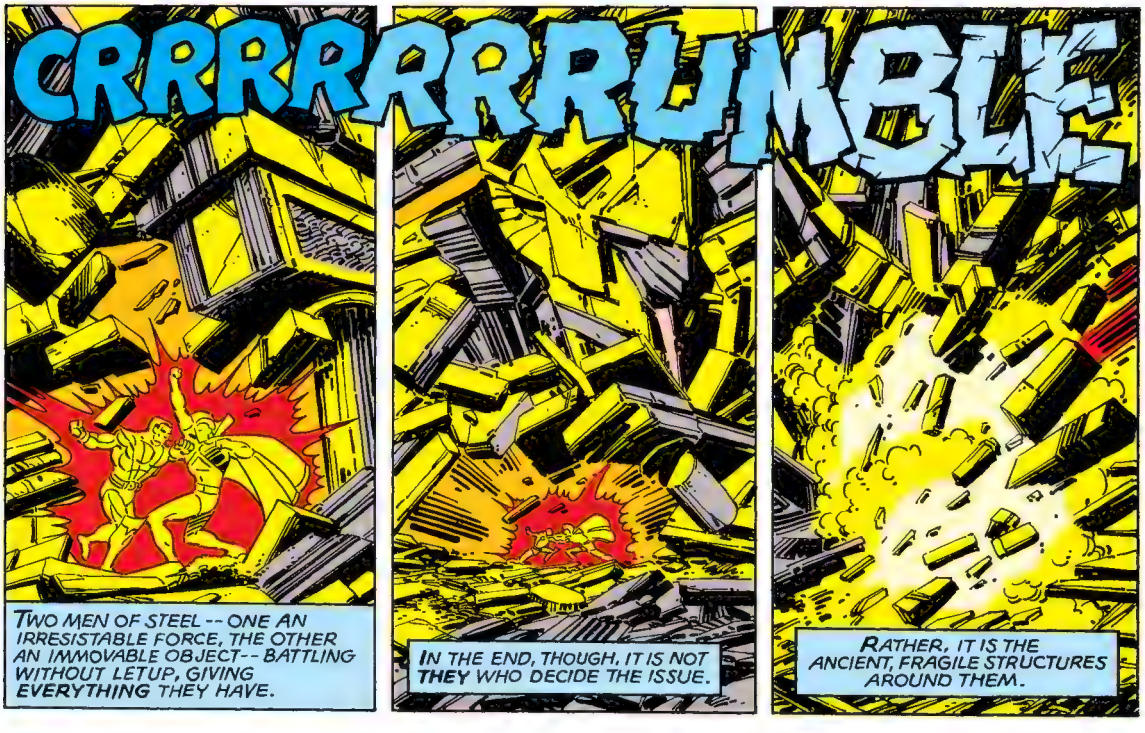

TO GET TO B'NEE, COLOSSUS--
UNNHHH!
--IN FACT, TO GET TO ANY OTHER MEMBERS OF THE IMPERIAL GUARD--
--YOU'LL FIRST HAVE TO GO THROUGH ME!


AND, QUITE FRANKLY, I DON'T THINK THAT'S POSSIBLE.
WHAMM

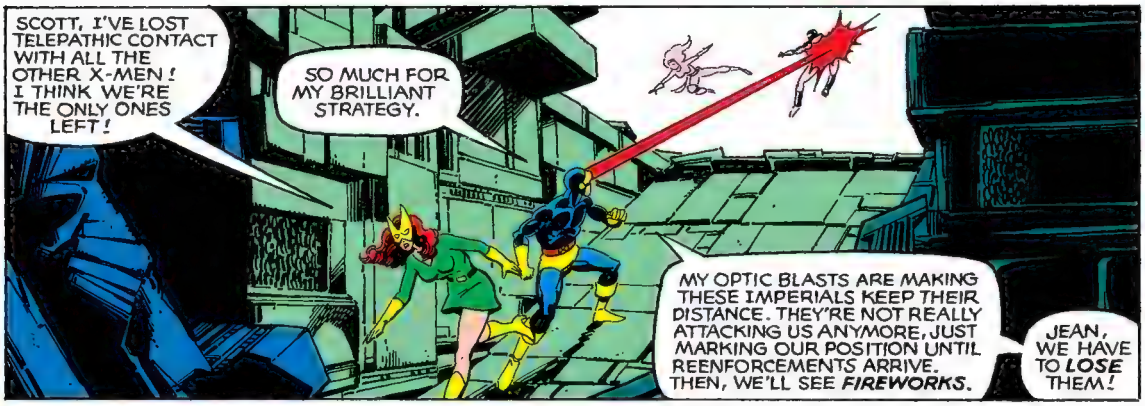

SKRAK
WHAT A BLOW! I DOUBT EVEN JUGGERNAUT EVER HIT ME THAT HARD.
PERHAPS... YOU ARE RIGHT, GLADIATOR. BUT SINCE JOINING THE X-MEN, I HAVE LEARNED THAT...


...ANYTHING IS POSSIBLE!
SO LONG AS WE STAND, WE FIGHT! AND SO LONG AS WE FIGHT-- NO MATTER WHAT THE ODDS--
--WE WILL PREVAIL!
KR
OM!

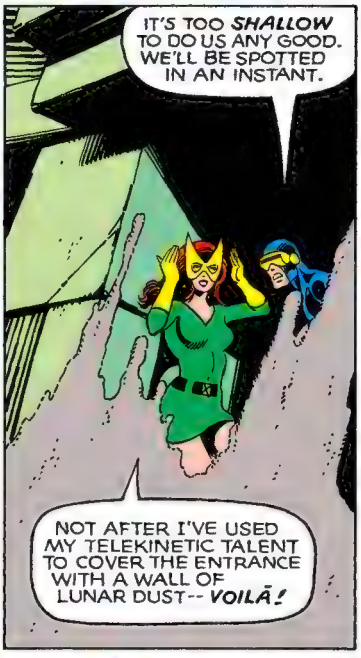

THEY STAND TOE-TO-TOE, NEITHER OF THEM YIELDING AN INCH AS THEY TRADE PUNCH AFTER PUNCH OF AWESOME POWER.
THEIR FIGHT IS BRUTAL-- A CLASH OF MODERN TITANS.


CRRRRRRUMBLE
TWO MEN OF STEEL -- ONE AN IRRESISTABLE FORCE, THE OTHER AN IMMOVABLE OBJECT-- BATTLING WITHOUT LETUP, GIVING EVERYTHING THEY HAVE.
IN THE END, THOUGH, IT IS NOT THEY WHO DECIDE THE ISSUE.
RATHER, IT IS THE ANCIENT, FRAGILE STRUCTURES AROUND THEM.

AT FIRST, THE OUTCOME IS IN DOUBT, AS SHOCKWAVES FROM THE SKYSCRAPER'S COLLAPSE THUNDER ACROSS THE GREAT CRATER, TO BE FOLLOWED MINUTES LATER BY AN UNNATURAL SILENCE.
THEN, AMID THE MOUNTAINS OF RUBBLE, A BOULDER MOVES...
... AND SLOWLY, PAINFULLY, RELENTLESSLY...
...THE VICTOR EMERGES.
AND, ON LILANDRA'S FLAGSHIP...
NO!
NO. NO. NO. NO. NO.
Oh, MY X-MEN-- I THOUGHT... I FELT... THAT YOU HAD A CHANCE. I NEVER DREAMED THINGS WOULD END LIKE THIS. FORGIVE ME, MY CHILDREN.
I KNOW I WILL NEVER FORGIVE MYSELF.
I WARNED YOU, CHARLES.
AS EACH X-MAN FALLS, ANOTHER PIECE IS CUT FROM YOUR HEART, AS ONE IS CUT FROM MINE.
I WANT TO COMFORT YOU, BE WITH YOU IN YOUR HOUR OF NEED...
...BUT I CANNOT. I AM EMPRESS. I MUST DO MY DUTY.
NO MATTER WHAT IT COSTS.


SCOTT, I'VE LOST TELEPATHIC CONTACT WITH ALL THE OTHER X-MEN! I THINK WE'RE THE ONLY ONES LEFT!
SO MUCH FOR MY BRILLIANT STRATEGY.
MY OPTIC BLASTS ARE MAKING THESE IMPERIALS KEEP THEIR DISTANCE. THEY'RE NOT REALLY ATTACKING US ANYMORE, JUST MARKING OUR POSITION UNTIL REENFORCEMENTS ARRIVE. THEN, WE'LL SEE FIREWORKS.
JEAN, WE HAVE TO LOSE THEM!

IN HERE!
THIS ALCOVE SHOULD HIDE US!
HOW?!

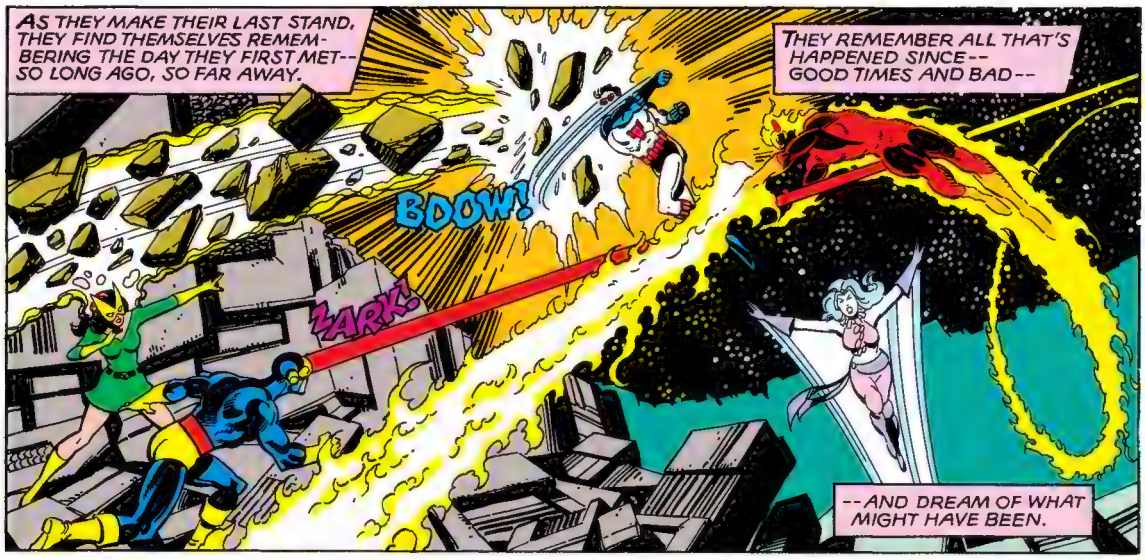

IT'S TOO SHALLOW TO DO US ANY GOOD. WE'LL BE SPOTTED IN AN INSTANT.
NOT AFTER I'VE USED MY TELEKINETIC TALENT TO COVER THE ENTRANCE WITH A WALL OF LUNAR DUST-- VOILÀ!

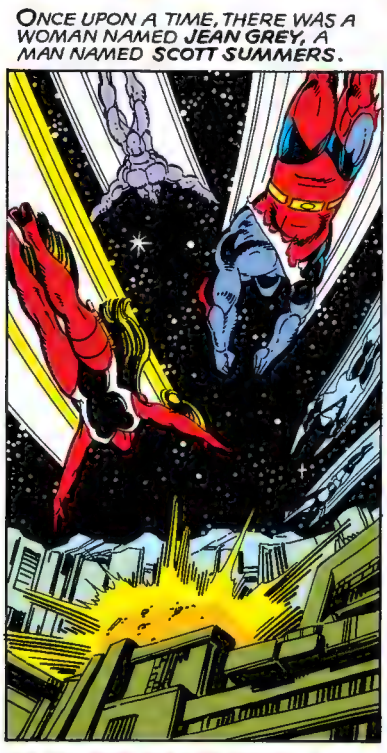
THERE THEY GO, NONE THE WISER.
WE'VE GOT BREATHING SPACE, SCOTT-- BUT, SOONER OR LATER, WE'LL HAVE TO COME OUT.
I KNOW.

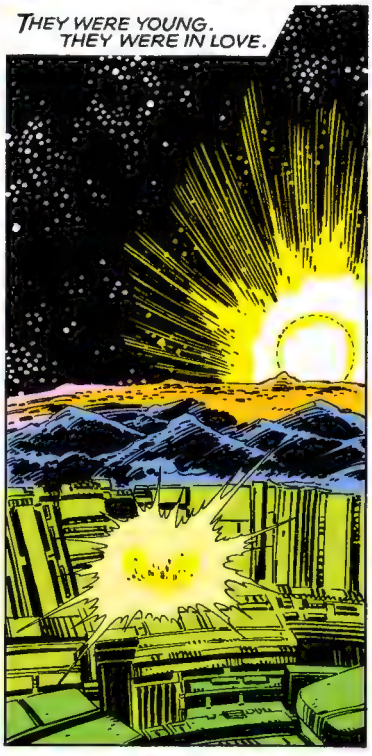
THERE'S SO MUCH I WANT TO SAY TO YOU-- SO MUCH THAT I FEEL. I... DON'T HAVE THE WORDS.
WHERE I'M CONCERNED, IT'S THE THOUGHT THAT COUNTS. AND YOURS-- LIKE YOU--
--ARE BEAUTIFUL.

YOU'RE A SPECIAL MAN, SCOTT SUMMERS.

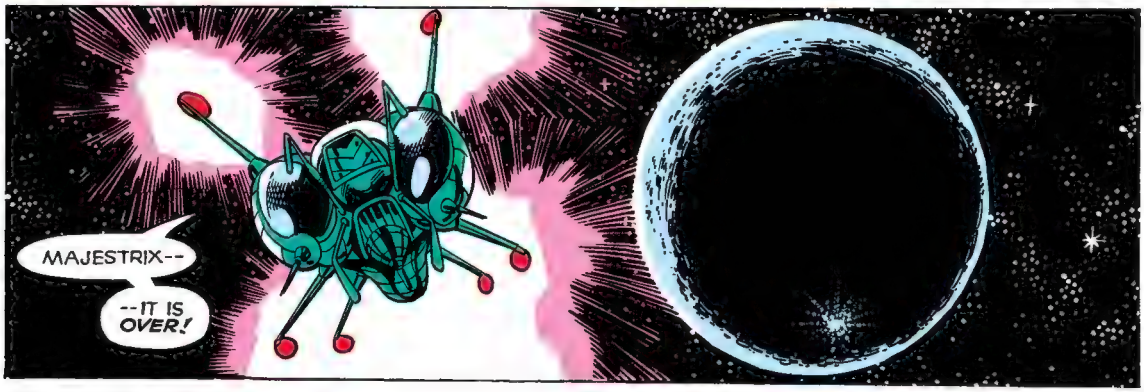
NO MORE SPECIAL THAN THE WOMAN I LOVE.
READY?
READY.
THEN... LET'S GO!

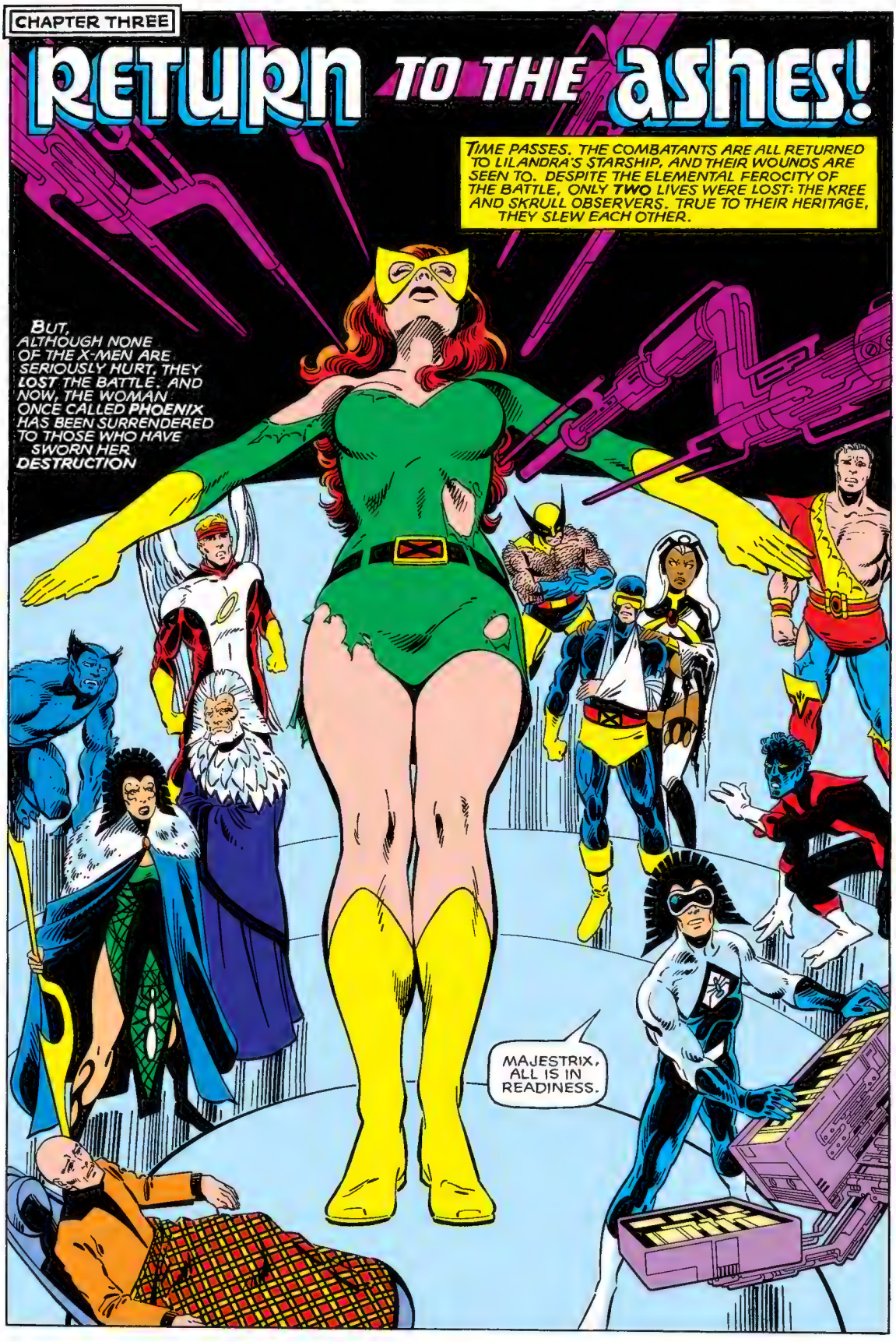

AS THEY MAKE THEIR LAST STAND, THEY FIND THEMSELVES REMEMBERING THE DAY THEY FIRST MET--SO LONG AGO, SO FAR AWAY.
THEY REMEMBER ALL THAT'S HAPPENED SINCE--GOOD TIMES AND BAD--
BOOM!
ZARK!
--AND DREAM OF WHAT MIGHT HAVE BEEN.

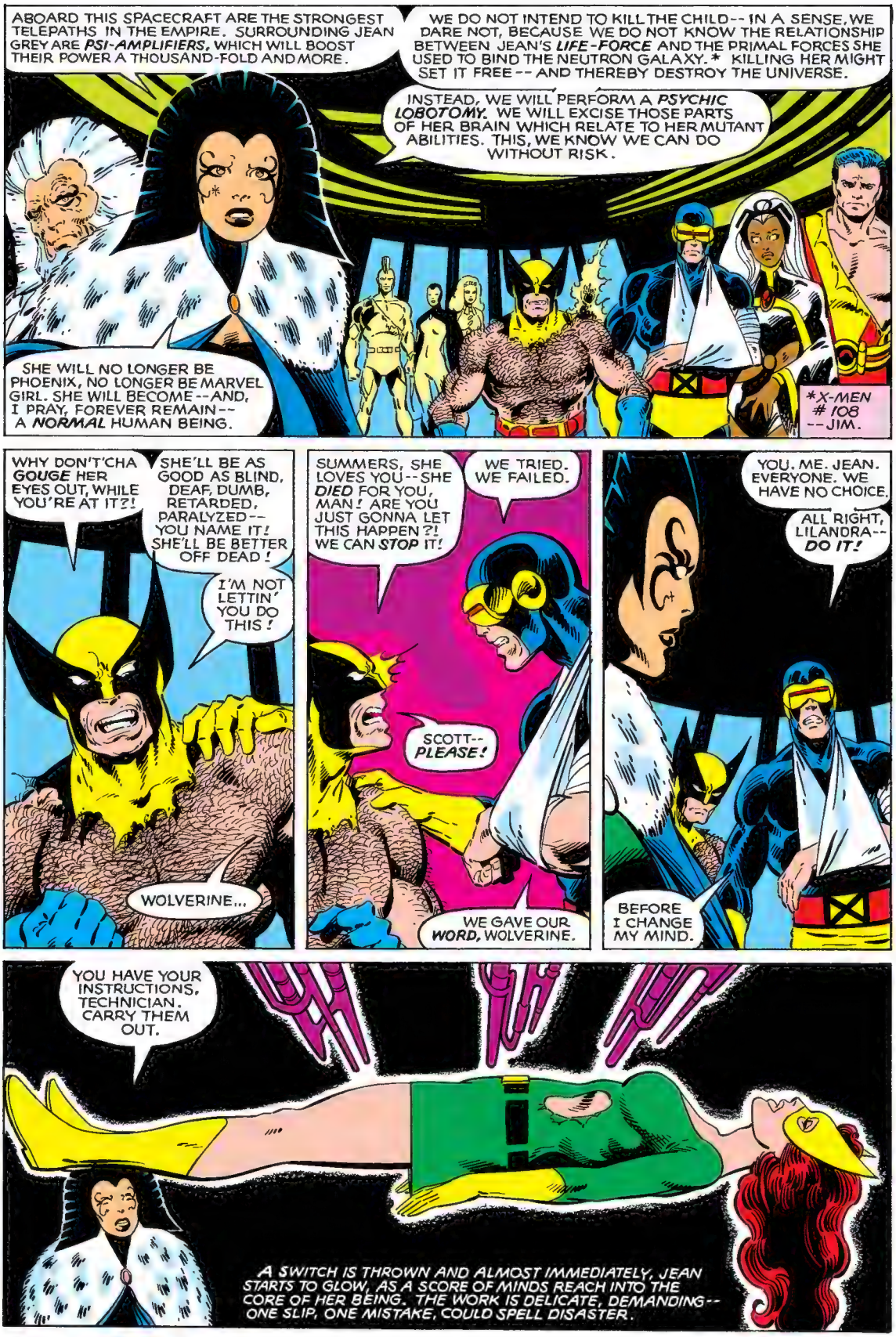

ONCE UPON A TIME, THERE WAS A WOMAN NAMED JEAN GREY, A MAN NAMED SCOTT SUMMERS.

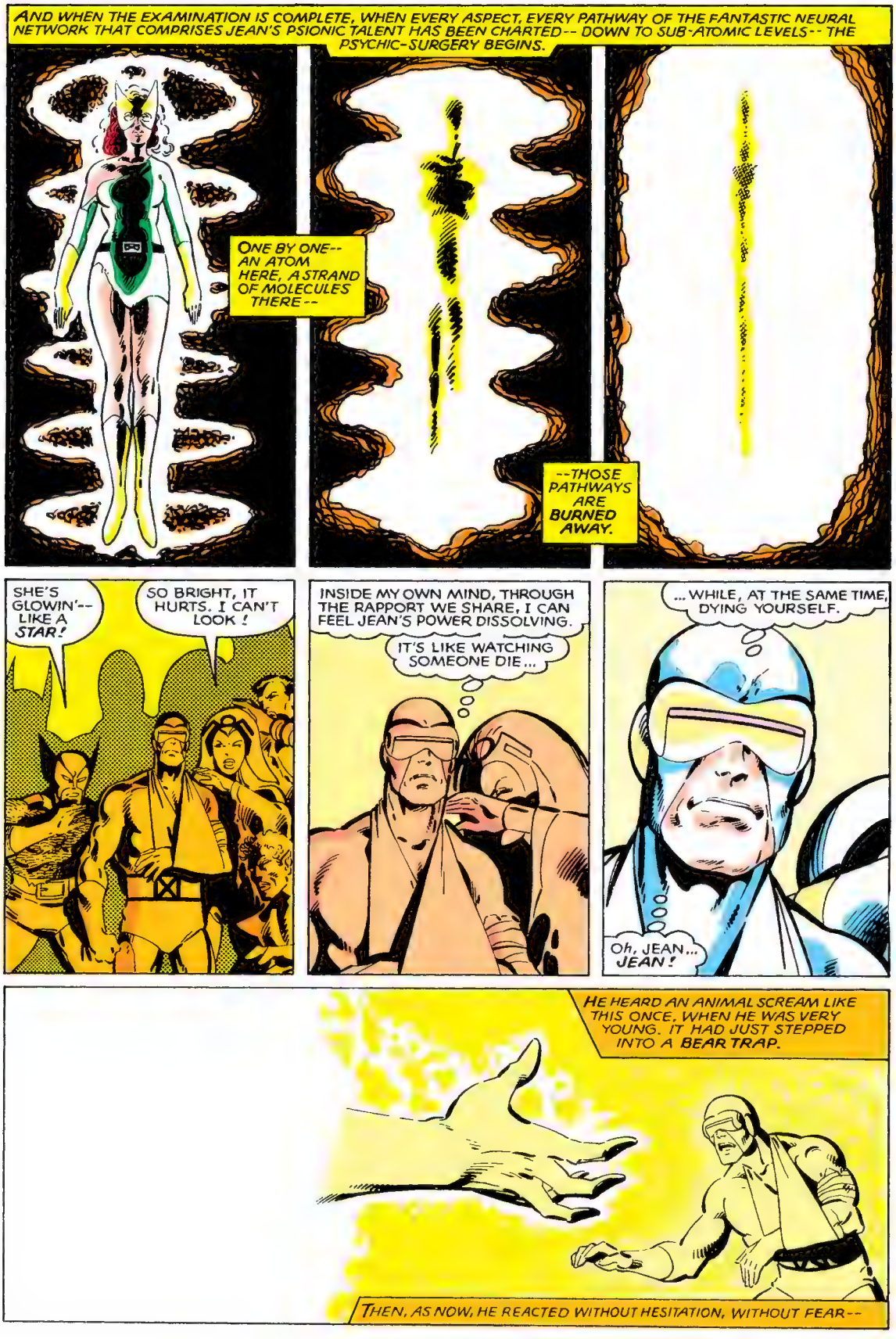

THEY WERE YOUNG. THEY WERE IN LOVE.

THEY WERE HEROES.


MAJESTRIX--
--IT IS OVER!


CHAPTER THREE
RETURN TO THE ashes!
TIME PASSES. THE COMBATANTS ARE ALL RETURNED TO LILANDRA'S STARSHIP, AND THEIR WOUNDS ARE SEEN TO. DESPITE THE ELEMENTAL FEROCITY OF THE BATTLE, ONLY TWO LIVES WERE LOST: THE KREE AND SKRULL OBSERVERS. TRUE TO THEIR HERITAGE, THEY SLEW EACH OTHER.
BUT, ALTHOUGH NONE OF THE X-MEN ARE SERIOUSLY HURT, THEY LOST THE BATTLE. AND NOW, THE WOMAN ONCE CALLED PHOENIX HAS BEEN SURRENDERED TO THOSE WHO HAVE SWORN HER DESTRUCTION
MAJESTRIX, ALL IS IN READINESS.


ABOARD THIS SPACECRAFT ARE THE STRONGEST TELEPATHS IN THE EMPIRE. SURROUNDING JEAN GREY ARE PSI-AMPLIFIERS, WHICH WILL BOOST THEIR POWER A THOUSAND-FOLD AND MORE.
WE DO NOT INTEND TO KILL THE CHILD -- IN A SENSE, WE DARE NOT, BECAUSE WE DO NOT KNOW THE RELATIONSHIP BETWEEN JEAN'S LIFE-FORCE AND THE PRIMAL FORCES SHE USED TO BIND THE NEUTRON GALAXY.* KILLING HER MIGHT SET IT FREE -- AND THEREBY DESTROY THE UNIVERSE.
INSTEAD, WE WILL PERFORM A PSYCHIC LOBOTOMY. WE WILL EXCISE THOSE PARTS OF HER BRAIN WHICH RELATE TO HER MUTANT ABILITIES. THIS, WE KNOW WE CAN DO WITHOUT RISK.
SHE WILL NO LONGER BE PHOENIX, NO LONGER BE MARVEL GIRL. SHE WILL BECOME -- AND, I PRAY, FOREVER REMAIN -- A NORMAL HUMAN BEING.
*X-MEN #108 -- JIM.
WHY DON'T'CHA GOUGE HER EYES OUT, WHILE YOU'RE AT IT?!
SHE'LL BE AS GOOD AS BLIND, DEAF, DUMB, RETARDED, PARALYZED -- YOU NAME IT! SHE'LL BE BETTER OFF DEAD!
I'M NOT LETTIN' YOU DO THIS!
WOLVERINE...
SUMMERS, SHE LOVES YOU -- SHE DIED FOR YOU, MAN! ARE YOU JUST GONNA LET THIS HAPPEN?! WE CAN STOP IT!
WE TRIED. WE FAILED.
SCOTT -- PLEASE!
WE GAVE OUR WORD, WOLVERINE.
YOU. ME. JEAN. EVERYONE. WE HAVE NO CHOICE.
ALL RIGHT, LILANDRA -- DO IT!
BEFORE I CHANGE MY MIND.
YOU HAVE YOUR INSTRUCTIONS, TECHNICIAN. CARRY THEM OUT.
A SWITCH IS THROWN AND ALMOST IMMEDIATELY, JEAN STARTS TO GLOW, AS A SCORE OF MINDS REACH INTO THE CORE OF HER BEING. THE WORK IS DELICATE, DEMANDING -- ONE SLIP, ONE MISTAKE, COULD SPELL DISASTER.

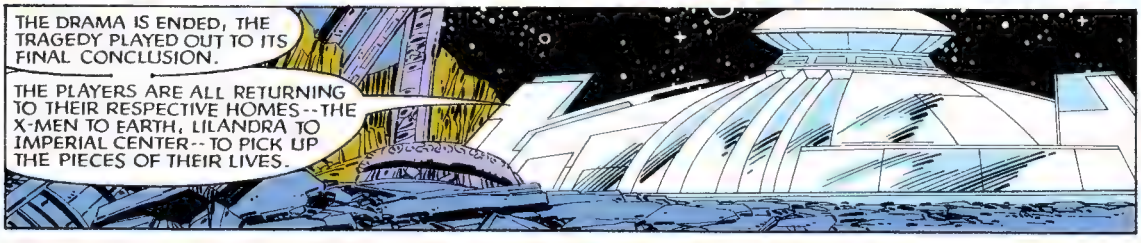

AND WHEN THE EXAMINATION IS COMPLETE, WHEN EVERY ASPECT, EVERY PATHWAY OF THE FANTASTIC NEURAL NETWORK THAT COMPRISES JEAN'S PSIONIC TALENT HAS BEEN CHARTED-- DOWN TO SUB-ATOMIC LEVELS-- THE PSYCHIC-SURGERY BEGINS.
ONE BY ONE-- AN ATOM HERE, A STRAND OF MOLECULES THERE--
--THOSE PATHWAYS ARE BURNED AWAY.
SHE'S GLOWIN'-- LIKE A STAR!
SO BRIGHT, IT HURTS. I CAN'T LOOK!
INSIDE MY OWN MIND, THROUGH THE RAPPORT WE SHARE, I CAN FEEL JEAN'S POWER DISSOLVING.
IT'S LIKE WATCHING SOMEONE DIE...
... WHILE, AT THE SAME TIME, DYING YOURSELF.
Oh, JEAN... JEAN!
HE HEARD AN ANIMAL SCREAM LIKE THIS ONCE, WHEN HE WAS VERY YOUNG. IT HAD JUST STEPPED INTO A BEAR TRAP.
THEN, AS NOW, HE REACTED WITHOUT HESITATION, WITHOUT FEAR--

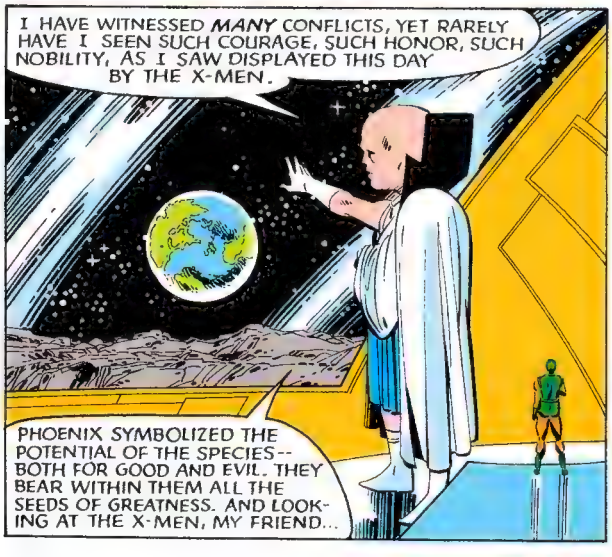
--REACHING OUT TO THE MAIMED CREATURE, TRYING HIS BEST TO EASE ITS HURT.
I'M HERE, JEAN--
--TAKE MY HAND!
HER GRIP MAKES HIM WINCE WITH PAIN, YET HE ENDURES. SHE'S NEVER NEEDED HIS LOVE, HIS STRENGTH, MORE THAN SHE DOES NOW.
HE WILL NOT FAIL HER.
AND, AS HE HOLDS HER, THE RAPPORT THAT BOUND THEIR MINDS SLOWLY FADES AWAY TO NOTHING. WITHOUT JEAN'S TELEPATHIC POWER TO MAINTAIN IT...
... IT CANNOT EXIST.
UNTIL, FINALLY...
OUR RAPPORT-- IT'S GONE!
I FEEL SO EMPTY INSIDE. THERE'S ONLY A HOLLOW ACHE-- AS IF SOMEONE HAD JUST PUNCED A HOLE THROUGH MY HEART.
IF THINGS FEEL THIS AWFUL TO ME, HOW MUCH WORSE ARE THEY FOR JEAN?! SHE JUST COLLAPSED INTO MY ARMS WITHOUT A WORD, A SOUND, A GESTURE!
SHE'S BREATHING-- BARELY-- BUT THAT'S ABOUT ALL.
SCOTT, IS SHE ALL RIGHT?!
IS THERE ANYTHING WE CAN DO?
HAVEN'T YOU ALREADY DONE ENOUGH!?!

WHAT WAS DONE HERE *HAD* TO BE DONE, CYCLOPS.
I COULD NOT GRIEVE MORE FOR WHAT HAS HAPPENED IF JEAN WERE MY OWN *DAUGHTER*. BUT EVEN IF SHE HAD BEEN MY CHILD...
...I WOULD HAVE DONE *NOTHING* DIFFERENTLY.
JUST... LEAVE US ALONE, LILANDRA.

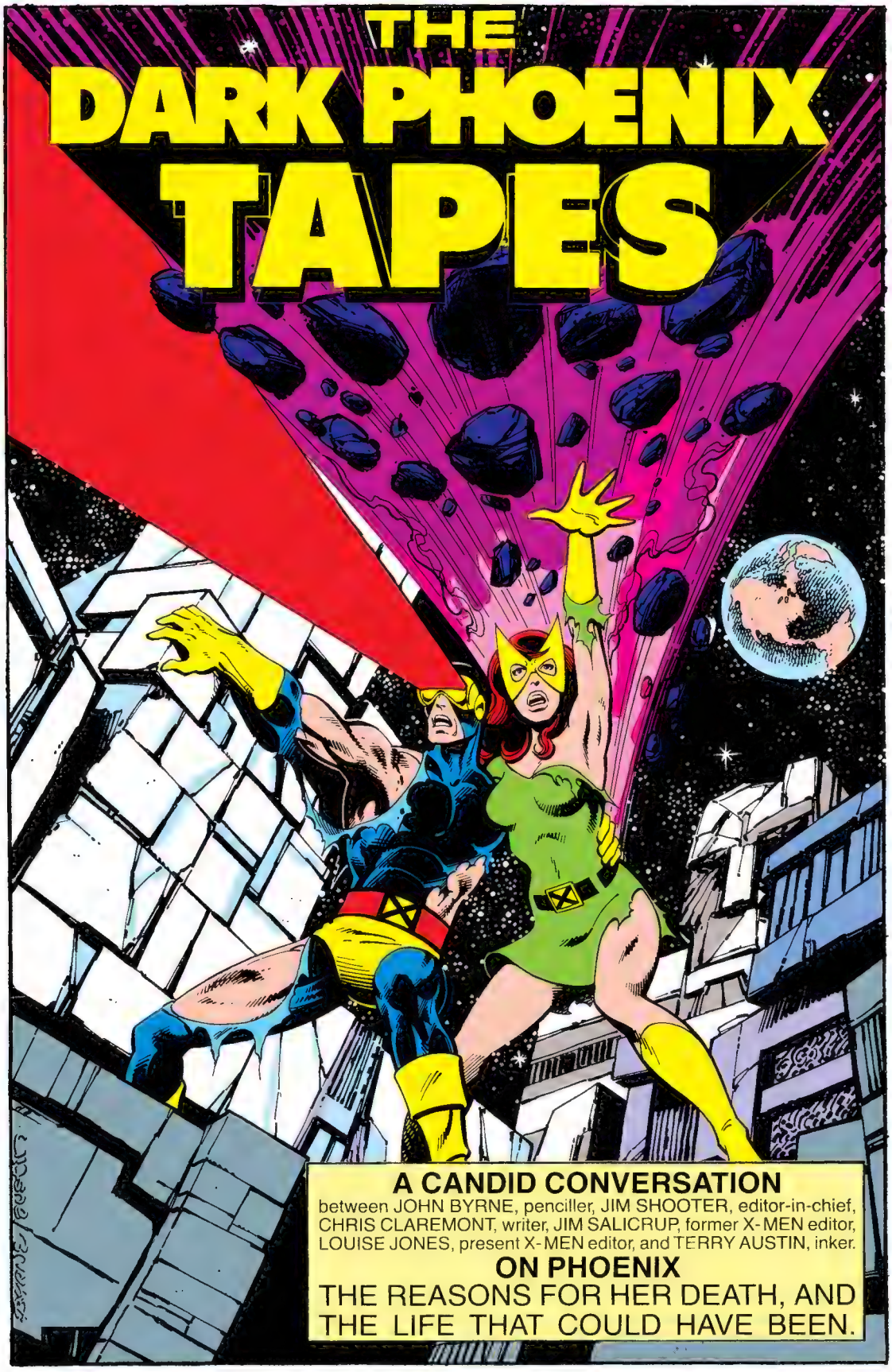
DON'T ASK FOR UNDERSTANDING-- NOT FROM ME, NOT YET. IT'S TOO SOON. THE WOUND'S TOO RAW.
C'MON, X-MEN...
FAREWELL, CYCLOPS.
MY THOUGHTS-- MY *LOVE*-- WILL BE WITH YOU ALL, ALWAYS.

...LET'S GET THE HELL OUT OF HERE.


THE DRAMA IS ENDED, THE TRAGEDY PLAYED OUT TO ITS FINAL CONCLUSION.
THE PLAYERS ARE ALL RETURNING TO THEIR RESPECTIVE HOMES--THE X-MEN TO EARTH, LILANDRA TO IMPERIAL CENTER-- TO PICK UP THE PIECES OF THEIR LIVES.


I HAVE WITNESSED *MANY* CONFLICTS, YET RARELY HAVE I SEEN SUCH COURAGE, SUCH HONOR, SUCH NOBILITY, AS I SAW DISPLAYED THIS DAY BY THE X-MEN.
PHOENIX SYMBOLIZED THE POTENTIAL OF THE SPECIES-- BOTH FOR GOOD AND EVIL. THEY BEAR WITHIN THEM ALL THE SEEDS OF GREATNESS. AND LOOKING AT THE X-MEN, MY FRIEND...

...I THINK HUMANITY'S FUTURE MAY INDEED BE ONE OF SPLENDID PROMISE, AND POTENTIAL *FULFILLED*.
*STATEMENT:* I AM THE *RECORDER*. *OBSERVATION:* THIS UNIT IS NOT PRECOGNITIVE. THE X-MEN--AND THE HUMANITY THEY REPRESENT-- HOLD THEIR FUTURE IN THEIR OWN HANDS.
*OBSERVATION:* WATCHING IT UNFOLD SHOULD PROVE MOST *INTERESTING*.
FIN


THE
DARK PHOENIX
TAPES
A CANDID CONVERSATION
between JOHN BYRNE, penciller, JIM SHOOTER, editor-in-chief, CHRIS CLAREMONT, writer, JIM SALICRUP, former X-MEN editor, LOUISE JONES, present X-MEN editor, and TERRY AUSTIN, inker.
ON PHOENIX
THE REASONS FOR HER DEATH, AND THE LIFE THAT COULD HAVE BEEN.

YOU--!!
DO YOU HAVE ANY IDEA WHAT YOU'VE DONE-- WHAT FORCES YOU'VE SET IN MOTION?!!
JEAN--NO! PLEASE!
AAGKGH!
YOU CAME TO ME WHEN I WAS VULNERABLE. YOU FILLED THE EMOTIONAL VOID WITHIN ME. YOU MADE ME TRUST YOU-- PERHAPS EVEN LOVE YOU--
--AND ALL THE WHILE, YOU WERE USING ME!

**Jim Shooter:** I suppose I'll start this because I'm the biggest. Basically we're here to discuss how all of this—the whole Phoenix saga—transpired.

**John Byrne:** And eat grapes! Who brought the grapes? Pass them over here. We're here to admit that these are comic books and sometimes we change our minds . . .

**Jim Shooter:** We didn't change our minds! The death of Phoenix is irrevocable!

**Louise Jones:** Sometimes our minds are changed whether we mean to or not.

**Jim Shooter:** That's not true.

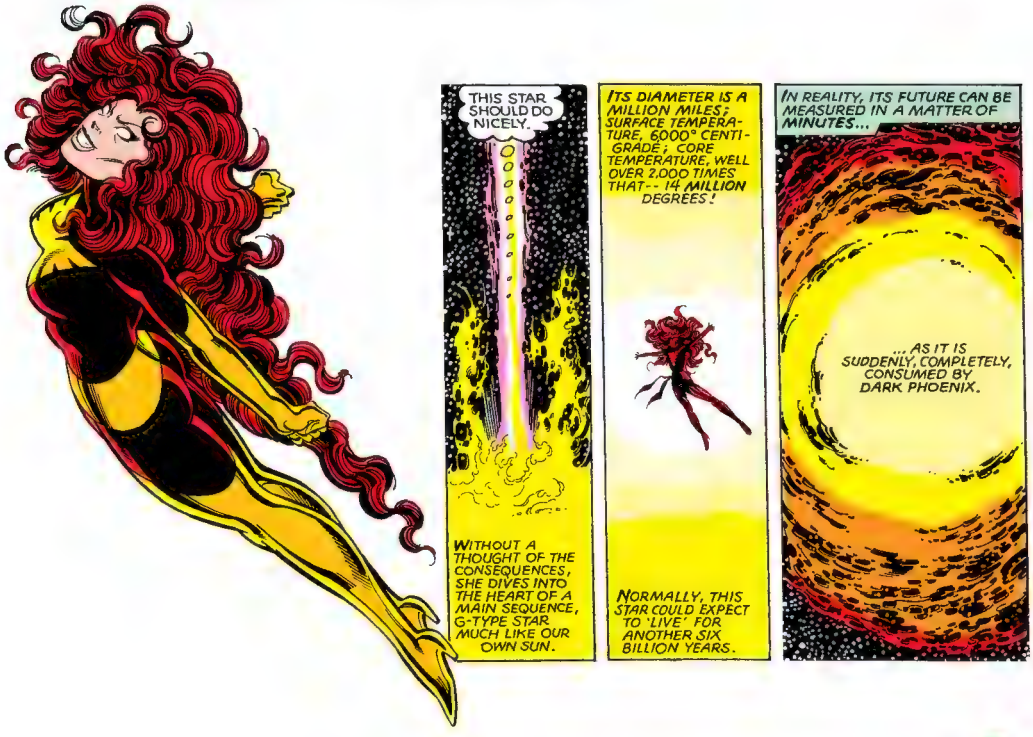
**Jim Salicrup:** How did she become Dark Phoenix in the first place? I don't even remember.

**Jim Shooter:** This is how I remember it. Chris, and you, Jim Salicrup, and I went to lunch to discuss a *crazy* story that Chris had in mind wherein Phoenix was going to slowly, over the course of many issues, be corrupted by her power and become a great danger—a great threat. This being Marvel Comics, it wasn't going to be just a sham, it wasn't going to be something that was all resolved by some gimmick like red kryptonite or something. It was going to be a permanent change in her character—she was indeed going to become *evil*. We talked about it and came up with a plot which I thought was terrific. As always, I said, "Don't feel that you're bound by what we discussed here just because I'm involved with it. If you come up with better ideas, go with them. I'm just pleased to know what the general direction is." Then, I presume you went ahead, and as creative people are wont to do, came up with a few different ideas as you went along. So, one day, I was reading the make-readies or printer's proofs—readers might not realize this but I don't read every book before it goes to the printer. I feel that it's better to let all the creative people—editors, artists, and writers–do what they're doing without having the feeling that Big Brother's looking over their shoulders. I read the books after they're already printed, generally speaking, and if I have any comments or complaints I try to give them in the spirit of "well, here's what I think went wrong, try to make it better next time." I think that's a much better situation psychologically for creative people to work in. But, anyway, I was reading an X-Men make-ready, in which Phoenix destroyed an entire inhabited planet, and I didn't remember discussing anything like that at our lunch. It struck me that wiping out a planet was a major event and maybe just once I ought to look into what was happening and find out what was planned. And so, I came to you, Jim Salicrup, and I asked to see whatever work was in progress on upcoming issues of the X-Men. You showed me an issue that was just about ready to go out to the engraver, and you showed me an issue that was penciled and scripted and another issue which was plotted.

**John:** Right. At that point there would've been one ready to go and one penciled . . .

**Jim Shooter:** Anyway, I saw what was going to happen to Phoenix in issue #137, and I did not feel that it worked. I thought that it was out of character for the X-Men. I felt that it was a cop out. I had a big problem the way the story was resolved. I mean, this lady had wiped out an inhabited planet, then destroyed a starship full of

people . . . I was very unhappy with it. A lot of things went on right about then—it's not at all crystal clear in my memory—but I do remember getting together with Chris and asking him to change the story. We talked about various possible changes that could be made—because I felt that there had to be some *consequences* for the actions. I felt that the way the story was originally designed to end, it did not have enough consequences for what happened—it wasn't an ending. I found that the story was kind of . . . in a way, it wimped out. It ended with her being back with the X-Men, seemingly without much concern on their part about what she had done, which struck me as being out of character for them. Also, it didn't fulfill that original discussion that we'd had. As I said, I never asked for it to be fulfilled in exact detail, but I felt that what was done was a major departure. So, we had a few more discussions and Chris eventually came up with the ending of X-Men #137, as it finally saw print. As it turned out, it was probably the biggest event in comics in the last decade. I look back at it, and I feel that, one way


THIS STAR SHOULD DO NICELY.
WITHOUT A THOUGHT OF THE CONSEQUENCES, SHE DIVES INTO THE HEART OF A MAIN SEQUENCE, G-TYPE STAR MUCH LIKE OUR OWN SUN.
ITS DIAMETER IS A MILLION MILES; SURFACE TEMPERATURE, 6000° CENTIGRADE; CORE TEMPERATURE, WELL OVER 2,000 TIMES THAT-- 14 MILLION DEGREES!
NORMALLY, THIS STAR COULD EXPECT TO 'LIVE' FOR ANOTHER SIX BILLION YEARS.
IN REALITY, ITS FUTURE CAN BE MEASURED IN A MATTER OF MINUTES...
...AS IT IS SUDDENLY, COMPLETELY, CONSUMED BY DARK PHOENIX.

or another, we came up with a fantastic ending for a fantastic story. It's just a milestone in comics and it really put the world on *notice* that Marvel really does treat these characters as if they were alive. And, that there will be consequences and there will be logical ramifications for whatever happens, and that there is no limit to what may happen to our characters—right up to and including the death of one of the most popular characters we've had in many, many years. Okay, someone else's turn.

**Jim Salicrup:** Well, I remember vaguely most of what happened. I think I was editing eight or nine other titles at the time, including two other group books. Keeping track of all of it wasn't very easy, but I do remember that even after that lunch we hadn't all agreed I remember that at that time Mark Gruenwald had a "deathlist" up in his office with all these characters people had suggested to be killed off. I was sort of against killing Phoenix on principle because too often characters are bumped off and years later someone might want to bring them back, and that sort of dilutes the effect of the first story. Although I don't think that's happened anymore since Jim's been around . . . I know *I* didn't want to have her *killed*. The thing was . . . who was it that wanted her killed, really?

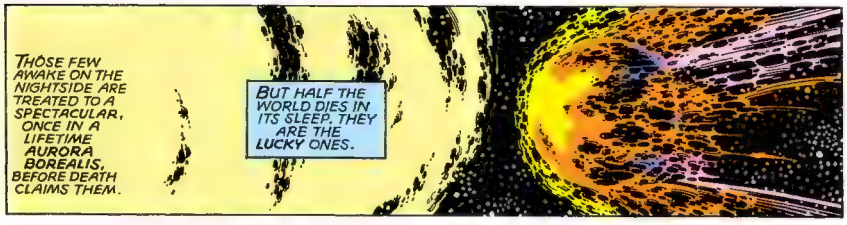
**Chris Claremont:** Sterno.

**Jim Salicrup:** Roger Stern?

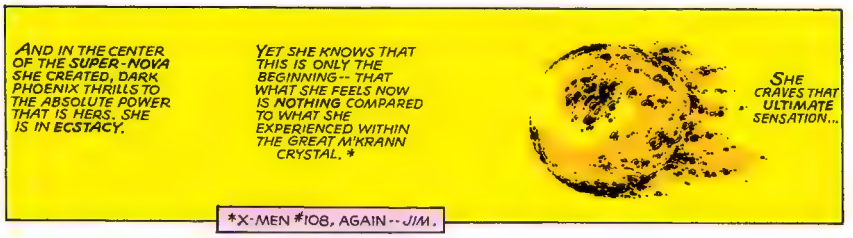
**John:** It was your final decision.

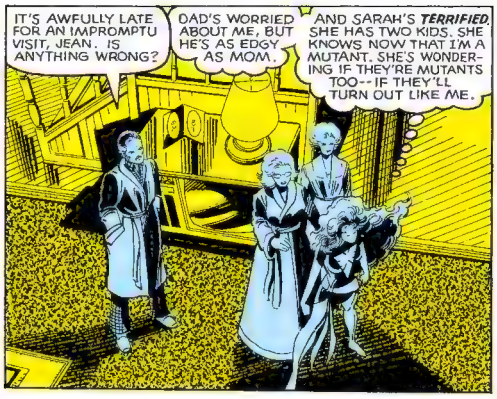
FOLLOWING THE LIGHT--AT A COMPARATIVE SNAIL'S PACE--COMES THE HEAT FLARE. THE INSTANT IT HITS, THE ATMOSPHERE AND OCEANS ON THE DAYSIDE BOIL AWAY, THE STEAM AND SUPERHEATED AIR WHIRLING AROUND THE GLOBE IN A FLAMING SHOCK-WAVE THAT OBLITERATES ALL IN ITS PATH.

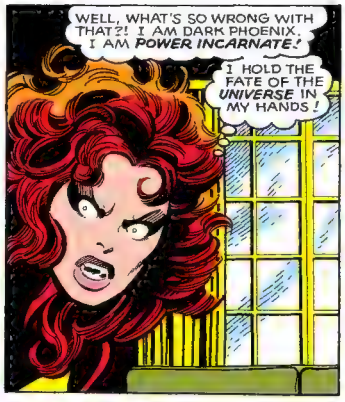
**Chris:** You said, "I'm not going to do all this bad nastiness to her. I'm going to kill her." You mean *after* all this blew up, not from the very beginning?
**Jim Salicrup:** I remember Jim (Shooter) wanted . . . felt strongly about . . . a story where a long-established "good guy" Marvel character becomes a real villain, having done earlier stories in Marvel Comics where *bad* guys became good guys. I think that inclination sort of eventually led to some of the stuff Jim did in the Avengers with Yellowjacket, and I thought that was a good idea. I just wasn't sure about doing it in the X-Men.
**Chris:** I don't think he was . . .
**Jim Salicrup:** The other problem which I think started all this was even before Phoenix became Dark Phoenix. We were having this whole controversy about whether or not a character that was that powerful should even *be* in the X-Men.
**John:** I didn't like Phoenix since the word go. Because she instantly made the rest of the X-Men fifth wheels, you know? And she wasn't even an X-Man.
**Chris:** That, basically, was the whole creative conflict in a nutshell—which worked for the benefit of the book because John and I, coming at it from totally different directions, were able to mix . . .


THOSE FEW AWAKE ON THE NIGHTSIDE ARE TREATED TO A SPECTACULAR, ONCE IN A LIFETIME AURORA BOREALIS, BEFORE DEATH CLAIMS THEM.
BUT HALF THE WORLD DIES IN ITS SLEEP. THEY ARE THE LUCKY ONES.

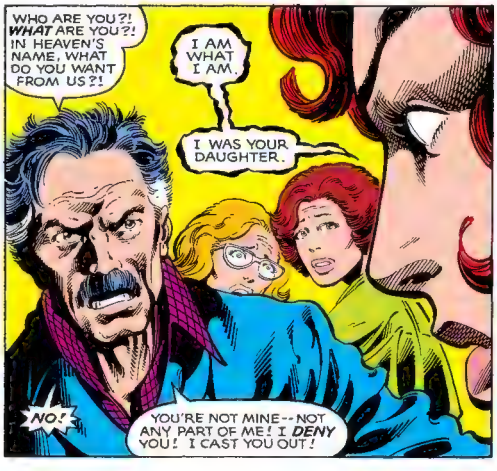
**Jim Shooter:** I have to say the difference in opinion you two had provided a unique energy to what was going on.
**Chris:** Exactly! Part of the conflict was, do we keep her, do we get rid of her, does she remain a hero, does she become a villain . . . ? I don't think, in terms of actually putting it in the story, we were ever sure until we actually came to the final moment . . .
**Jim Shooter:** Very existential . . . like a real person's story.
**Jim Salicrup:** I agree with Jim that everything came out, I think, for the best, but along the way there were these little twists and turns that became very confusing after a while. I even remember at one point, before you actually had seen the fateful make-ready, you, Jim, were giving a tour through the office and actually showed the penciled pages of that planet being blow up to someone, saying, "Gee, look at this." But, the consequences got turned into grey areas. My original view was, I think, more along the lines of the Exorcist, where, whatever was happening, it really wasn't her anymore. In the movie there's this little girl who's taken over and several people get killed, but by the end, when the demon's gone no one thinks, "Let's kill that murderous little girl." You know?


AND IN THE CENTER OF THE SUPER-NOVA SHE CREATED, DARK PHOENIX THRILLS TO THE ABSOLUTE POWER THAT IS HERS. SHE IS IN ECSTACY.
YET SHE KNOWS THAT THIS IS ONLY THE BEGINNING--THAT WHAT SHE FEELS NOW IS NOTHING COMPARED TO WHAT SHE EXPERIENCED WITHIN THE GREAT M'KRANN CRYSTAL. *
SHE CRAVES THAT ULTIMATE SENSATION...
*X-MEN #108, AGAIN--JIM.

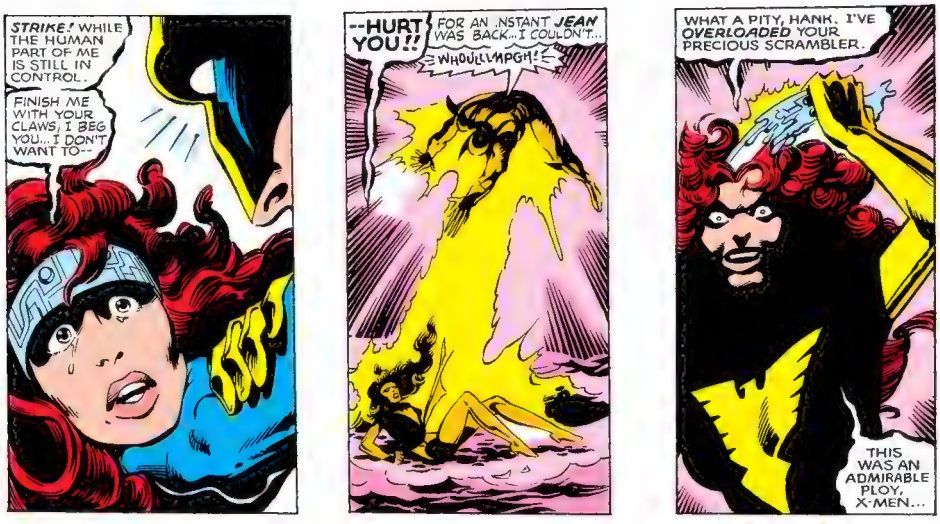

IT'S AWFULLY LATE FOR AN IMPROMPTU VISIT, JEAN. IS ANYTHING WRONG?
DAD'S WORRIED ABOUT ME, BUT HE'S AS EDGY AS MOM.
AND SARAH'S TERRIFIED. SHE HAS TWO KIDS. SHE KNOWS NOW THAT I'M A MUTANT. SHE'S WONDERING IF THEY'RE MUTANTS TOO--IF THEY'LL TURN OUT LIKE ME.




**Chris:** But, you see, therein lay part of the basic conflict. Was the Phoenix inherently separate from Jean, was it a separate entity that moved in on her . . . ?
**Jim Salicrup:** I still don't know.
**Chris:** Or was it a part and parcel of her, herself . . . ?
**John:** That's not what I thought. I thought of Dark Phoenix as a tenant, which is why I had no problem having her waste a planet, then just sucking her out of Jean, having Jean just going home on her normal merry way.
**Chris:** Umm, Hummm . . .
**Jim Salicrup:** That's the only excuse I would have . . .


WHO ARE YOU?! WHAT ARE YOU?! IN HEAVEN'S NAME, WHAT DO YOU WANT FROM US?!
I AM WHAT I AM.
I WAS YOUR DAUGHTER.
NO!
YOU'RE NOT MINE--NOT ANY PART OF ME! I DENY YOU! I CAST YOU OUT!

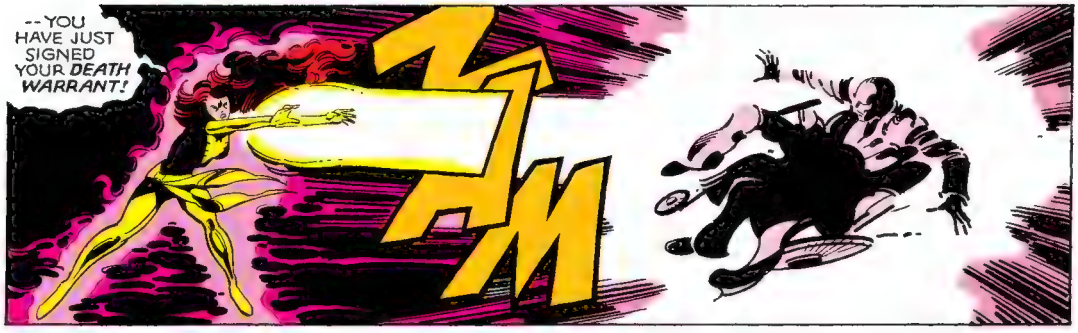
**John:** But, when you look at it, it was never played that way and then you get into problems. You can look at it as justification for genocide.
**Chris:** Yeah! Because I was coming at it from a totally diametrically opposed . . .
**John:** . . . which is the same problem I had with Galactus.
**Jim Shooter:** I read those issues carefully and I could see where Chris was going . . . and in some of what I thought were brilliantly written scenes, Phoenix was *torn* about whether or not to destroy her family and the X-Men. They were very well written scenes! Very strong scenes, which at the same time that they were intriguing and powerful, from my point of view they really kind of settled the issue that this is *her*. She spoke with one voice, and it seemed certain that she was *not* possessed. Frankly, until now, it never occurred to me that it might have been a possession. I don't know if anybody ever mentioned it back then, but, I believe this is the first time I heard or thought of that . . .
**John:** I never thought it was anything else. I even went to the point of suggesting to Chris that the moment she became Dark Phoenix she lose all thought balloons, so that we would clearly see that she was now somebody else, so far beyond us that her thoughts were beyond our comprehension.


STRIKE! WHILE THE HUMAN PART OF ME IS STILL IN CONTROL.
FINISH ME WITH YOUR CLAWS, I BEG YOU... I DON'T WANT TO--
--HURT YOU!!
FOR AN INSTANT JEAN WAS BACK... I COULDN'T...
WHOOLLLMPGH!
WHAT A PITY, HANK. I'VE OVERLOADED YOUR PRECIOUS SCRAMBLER.
THIS WAS AN ADMIRABLE PLOY, X-MEN...

**Chris:** The problem there was a technical one. I couldn't see any way to go into that as the writer.
**Jim Shooter:** Yeah, that does present a lot of problems sometimes. You end up very often getting into heavy captions and technical problems. That can be tough.
**Terry Austin:** At what point did Phoenix change from Phoenix becoming a super-villain to Phoenix being a hostess to the bad stuff, and then . . .
**Chris:** You see, you have to go back, in a sense, to what Dave and I had in mind when we first created her in issue #100. Our intent then was to create an X-Men analog, if you will, to Thor—someone who was essentially the first female cosmic hero. We thought at the time that we could integrate her into the book as well as Thor had been integrated into the Avengers. The problem with something like that is that it grew out of the synthesis between Dave and me.
**John:** You probably just both liked her too much.
**Chris:** Exactly. And the fact that we had, in a sense, *created* her gave me a degree of involvement that you, John, didn't have, coming in seven issues later.
**John:** Which is why I agitated to get her out of the book as quickly as possible—which is what we did!
**Chris:** I know, which is why I dug my heels on it as much as I did.
**John:** I think I'll make Wolverine the star of the book! NYAAH!
**Chris:** Yeah! Dave didn't like Wolverine. David liked Nightcrawler, and with you it's the other way around—and, pretentious as it sounds, that's both the blessing and the curse of a collaboration in comics because the synthesis changes with each change on the creative team.
**Jim Shooter:** But, that's the whole theory of Marvel Comics—the synergy that develops between a writer and an artist—and I think it *works*. I mean, those are outstanding issues.
**Chris:** On one level I look at those stories and it works, but deep down inside there is part of me that was in on the creation that still wishes there had been another way. It would be the same, I think, if a similar situation occurred, say, with Alpha Flight . . .
**John:** No, I'd kill 'em all . . .
**Chris:** Well, you have a certed vested interest in characters you create.
**Jim Shooter:** Okay, so, Louise, when you came in at the end of this . . .
**Chris:** Thursday afternoon, I recall.
**Louise:** Yep, it was after work . . .
**Chris:** I walked in and said I was going home to drink Jack Daniels and watch Flash Gordon on television.
**Louise:** Um . . .
**Jim Shooter:** Or drink Flash Daniels and . . .
**Chris:** It was an interesting evening . . .
**Jim Shooter:** You came in afterwards, Louise, so you saw this all with cold eyes. What did you think of all this nonsense?

**Louise:** I could see everyone's point of view. I had, myself, no creative problems with Phoenix as a possessed being. I could see that. I could also see it from your point of view, that if she were not a possessed being, then she was a mass murderer and was dangerous. I think that the main problem with her was that she was so powerful that I think she actually, as John said, made the rest of the group kind of redundant.
**Jim Shooter:** Your basic problem . . .
**Louise:** My biggest problem was trying to coordinate things and keep everyone from killing each other.
**Jim Shooter:** Your big problem was technical and human, basically.
**Louise:** Yes.
**Jim Shooter:** I have to say one thing agian. I personally think, and I've said this many times, that having a character destroy an inhabited world with billions of people, wipe out a starship and then—well, you know, having the powers removed and being let go on Earth. It seems to me that that's the same as capturing Hitler alive at the end of World War II, taking the German army away from him and letting him go to live on Long Island. Now, I don't think the story would *end* there I think a lot of people would come to his front door with machine guns . . .
**Louise:** The story may not have gone that way given a chance . . .
**Jim Shooter:** That's one of the things we're here to discuss—What would have gone on given the chance. I didn't feel in what was discussed with me back then that it was being adequately dealt with—but I want to make it clear that it was less my *moral* problem with a character who was a mass murderer than it was a problem from a *story sense*. I didn't think the situation was being credibly addressed. I'm not here to say that I think mass murderers are a good idea, but it is possible to do a character that is a very evil character, and as a matter of fact, that was the original *intent*!
**Louise:** It was your original intent, but apparently, although you thought that some other people agreed to that, they didn't really!
**Jim Shooter:** That's not true! The idea was *presented* to me! I didn't come up with it!
**John:** The original intent, as it was given to me by Roger Stern, who preceded Jim Salicrup as editor on the book . . .
**Louise:** Chris never meant to make her a really evil character, I don't think.
**John:** . . . was to turn her into a bad villain.
**Louise:** But, you never meant to do that, did you, Chris? I can't imagine . . .
**John:** The original intent to turn her into a bad villain got lost for me about two-thirds of the way into when I suddenly started thinking we're doing this to Jean Grey with whom I've always been deeply involved . . .
**Louise:** Yeah!
**Chris:** YEAH!
**Chris:** I think that Chris felt the same way, I think that he just couldn't bring himself to make her truly evil.
**John:** My whole thought was make Phoenix evil and then suck Phoenix out of Jean.
**Louise:** But I don't think Chris could bring himself to do it.
**John:** I have a way to do that, we'll talk!

HAVE YOU COME TO FIGHT?
I HOPE SO.
I CAME TO TALK.
I WON'T LISTEN!
THEN, KILL ME.
I CAN'T STOP YOU. I WON'T EVEN TRY. BE TRUE TO YOUR MALEFIC DESTINY, PHOENIX-- KILL ME...
...IF YOU CAN.

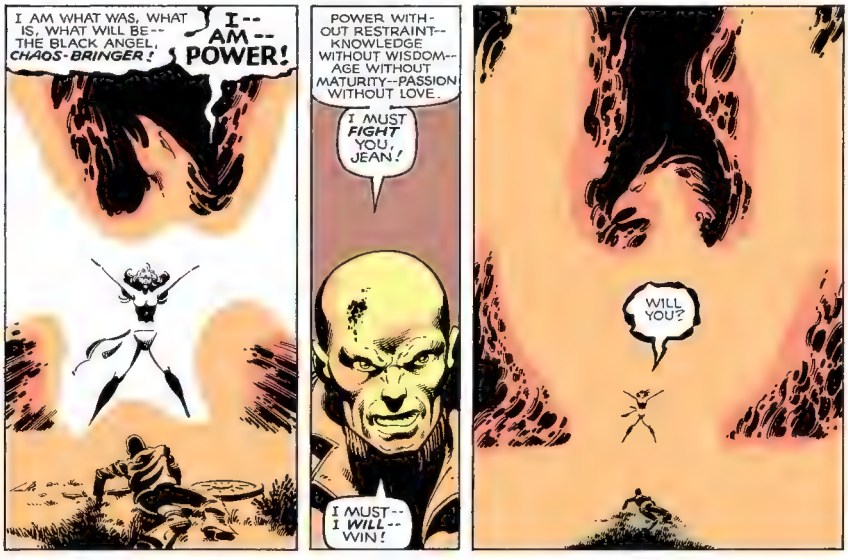



**Chris:** A little late now!
**John:** NO!
**Chris:** HUH?
**Louise:** I also think that the death gave it somewhat of a stronger story with a much stronger interest, I mean, artistically I think it worked out better this way.
**John:** Oh, I think so too.
**Chris:** Oh, I do too!
**Louise:** Although I think it broke a lot of hearts throughout the country, among them, I think, writers and artists and editors . . .
**John:** I think that issue #137 as it hit the stands is better than the "issue #137" this thing is going to be printed in.
**Jim Salicrup:** I do too!

PERHAPS, PHOENIX. BUT I AM IN PART RESPONSIBLE FOR WHAT HAS HAPPENED HERE. THOUGH IT MAY COST ME MY LIFE--
--I WILL PUT IT RIGHT.
WHY, PROFESSOR, YOU SOUND ALMOST GUILTY-- AS WELL YOU SHOULD! YOU UNLEASHED MY LATENT TELEPATHIC ABILITY. YOU SET IN MOTION THE CHAIN OF EVENTS THAT CREATED FIRST PHOENIX--
--AND THEN, DARK PHOENIX!
BEHOLD YOUR CREATION, CHARLES XAVIER!

**Chris:** You know, I kinda look at everything up to the re-done six pages as a first draft. And, I think the advantages of the original printed version is that it was a second draft — that I had a moment to go back and look at the script and do what we rarely have a chance to do in comics — actually think about what you've written — to look at it impartially, which there almost never is any time to do.
**Jim Shooter:** I think that what we ought to do now is let Chris take it and run with it and talk a little bit about where you would have gone on from the story as it's printed in *this* book. What would have followed? The other people can chip in too!
**Chris:** You know, this may sound like a cop out, but, I think it's difficult for me to speak of that purely in isolation, because at that point in time John and I were, in a very real sense, true collaborators on the book. It was with very few exceptions, difficult, for me, anyway, to tell in the actual gestation of the book where one of us left off and the other began—because it involved one of us coming up with an idea and bouncing it off the other, and through this kind of two-thousand mile tennis match at considerably cheaper rates than we have today coming up with the story and story lines. I had a rough idea of where I wanted to take it, which was over the next year having her deal with what happened with what she did. From my point of view, I saw it as coming to terms with the fact that she killed 5 billion people—that she committed a crime for

which she can never atone, and yet she's still alive. The *easy* way out would be just to jump off a cliff, but she can't. She has to somehow put things right with herself, within herself. The ultimate end of it leading up to issue #150, would be that Magneto, having found out about this, would come in, kidnapping her, and offering her the power again, on the false assumption that he could control her. And the X-Men would come to her rescue. They'd be battling Magneto on one section of the asteroid M and she'd be in a room all by herself with Phoenix, the effect, the power, coming back, forced to make the choice—could I become a god again with all the power of a god, aware that in the process I may destroy living beings and planets, planetary systems, whatever, in order to survive? Or do I deny it, and remain this kind of, what is for her, shadow of a being?


I AM WHAT WAS, WHAT IS, WHAT WILL BE-- THE BLACK ANGEL, CHAOS-BRINGER!
I-- AM-- POWER!
POWER WITH-OUT RESTRAINT-- KNOWLEDGE WITHOUT WISDOM-- AGE WITHOUT MATURITY--PASSION WITHOUT LOVE.
I MUST FIGHT YOU, JEAN!
I MUST-- I WILL-- WIN!
WILL YOU?

**John:** This is in the "de-powered" version?
**Chris:** Yeah, the de-powered version.
**John:** Wherein she had lost *all* of her power and become Jean Grey as opposed to retaining even her Marvel Girl powers.
**Chris:** And, the idea was then that we'd end on a triumphant note as Jean proved her own heroism. See, the problem was with issue #137, is that if she is exclusively a victim, she never had a chance to become a hero — which would have been the ultimate upshot. She and Scott would have gone off and lived happily ever after and gotten married and that would have been the end.
**Terry:** After exploring all the questions of her trying to come to terms with the consequences of her actions and then being offered the power back—something that comes naturally to her like speaking comes naturally to any of us.
**John:** Duh . . .
**Terry:** With the exception of John. And then, her rejecting the power because she thought all of the questions through . . .
**John:** Okay, let's do it then! This'll be the first issue!
**Terry:** And then, maybe feedback from some type of Kirby do-hicky in the background that Magneto strapped her into, or something . . . that would have been more dealing with the questions, confronting the *issue*, if you will.
**Jim Shooter:** Which was my whole *point*—let's *confront* the issues! That was my whoooole thing!
**Terry:** I am not satisfied with the second version of issue #137! I think it's a stronger issue than the one that we were going to do, but I still feel that we built up the Dark Phoenix and built, and built, and then in five pages it was, well, gone. It was too fast and I wasn't satisfied as a reader.

JEAN?
SHE'S SO STILL. I'M NOT EVEN SURE SHE'S ALIVE. I WANT HER TO LIVE--
-- BUT WHAT IF SHE HASN'T CHANGED? WHAT IF SHE'S STILL DARK PHOENIX?!
I'LL LOVE HER JUST THE SAME.

JEAN...
...COULD YOU? DID YOU?
OH, LITTLE ONE, DEAR SISTER-- I HAVE NO WORDS TO COMFORT YOU, TO EASE YOUR TORMENT...
... AND IF WHAT GLADIATOR SAYS IS TRUE-- PART OF ME DOES NOT WISH TO. FORGIVE ME, JEAN.
No...
no...
I FELT IT ALL HAPPEN, THROUGH THE PSYCHIC RAPPORT I SHARE WITH JEAN...BUT I DIDN'T UNDERSTAND-- I DIDN'T BELIEVE IT. AS DARK PHOENIX, SHE KILLED WITHOUT MERCY OR REMORSE.
BUT NOW, SHE'S JEAN GREY AGAIN-- AND THE MEMORY OF WHAT SHE DID IS ALMOST MORE THAN SHE CAN BEAR.

**Chris:** I think that what Terry's saying, in a sense, illustrates my point because what I outlined was the first blush. Terry looks at it and says, "Well, I get this impression." That's what would happen with John. He then would pick holes in it, or see the holes that I left in it, and run buses through them . . . and then we'd plug it up! And then I'd find holes in his version. You know, out of that, even though you started in one direction, you can very often end up somewhere completely different.

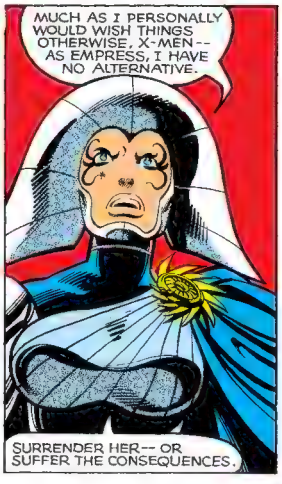
**Jim Shooter:** Well, right now, it's easy to look back and see all that. At the time I stated my objections, I didn't provide the answer. I said these are my objections, this is the problem, I don't care how you resolve it but I want it resolved! And, I think probably if we weren't all under deadline pressure and we'd had two more weeks to think about it we might have come up with something which is more like what you're saying. But, at that particular juncture I think we did well to come up with what we came up with. *You* did well. You came up with it . . .

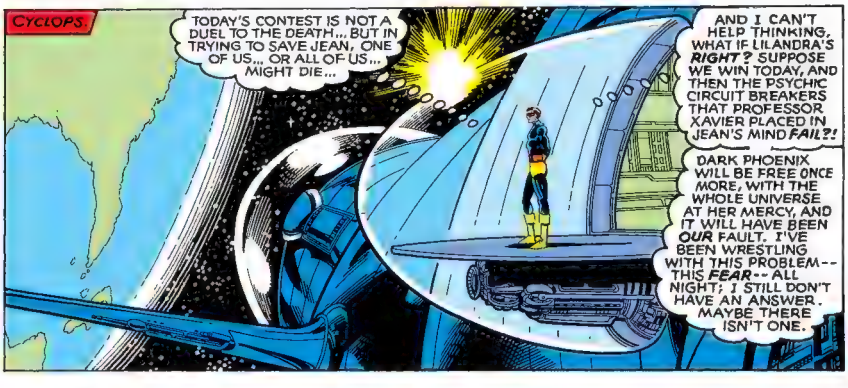
**Chris:** Considering the time pressure . . . I mean, we had, basically 24 hours, 36 hours to think up the idea because John only had 3 days in his schedule to pencil it. There was no time to do anything else and there was no space. We couldn't delay it for an extra month, because of commitments to the distributors, to the direct sale market . . .

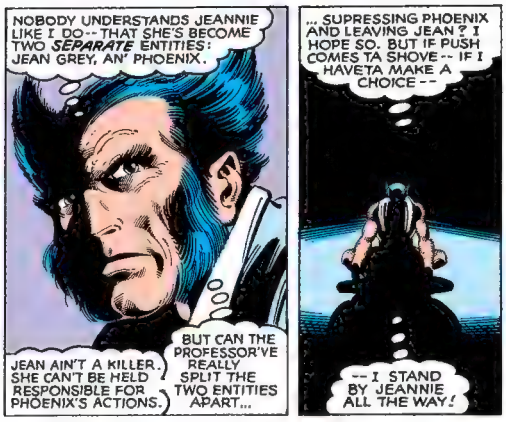
**John:** Yeah, I remember that. It almost became two issues!

**Jim Shooter:** Let's hear from the other half of the creative team.

**John:** I remember much the same as Chris, the whole business of Magneto and all that, building up to issue #150. The thing I have the most clear memory of is two different versions that eventually were distilled into that which was mentioned before. I wanted to depower her totally. You had said that she manifested her power when she was about ten, so I had said that the ideal thing would be to have had Xavier turn her brain back! Basically, till she was nine years old. Then, in the scenario that I had envisioned, the Phoenix, still an evil force, would have been kind of like this Bogey-Man that would pop out every once in a while. This is a scene that I pictured in my mind: Jean, now essentially retarded and living with


MUCH AS I PERSONALLY WOULD WISH THINGS OTHERWISE, X-MEN-- AS EMPRESS, I HAVE NO ALTERNATIVE.
SURRENDER HER-- OR SUFFER THE CONSEQUENCES.


CYCLOPS
TODAY'S CONTEST IS NOT A DUEL TO THE DEATH... BUT IN TRYING TO SAVE JEAN, ONE OF US... OR ALL OF US... MIGHT DIE...
AND I CAN'T HELP THINKING, WHAT IF LILANDRA'S RIGHT? SUPPOSE WE WIN TODAY, AND THEN THE PSYCHIC CIRCUIT BREAKERS THAT PROFESSOR XAVIER PLACED IN JEAN'S MIND FAIL?!
DARK PHOENIX WILL BE FREE ONCE MORE, WITH THE WHOLE UNIVERSE AT HER MERCY, AND IT WILL HAVE BEEN OUR FAULT. I'VE BEEN WRESTLING WITH THIS PROBLEM-- THIS FEAR-- ALL NIGHT; I STILL DON'T HAVE AN ANSWER. MAYBE THERE ISN'T ONE.


NOBODY UNDERSTANDS JEANNIE LIKE I DO--THAT SHE'S BECOME TWO *SEPARATE* ENTITIES: JEAN GREY, AN' PHOENIX.
JEAN AIN'T A KILLER. SHE CAN'T BE HELD RESPONSIBLE FOR PHOENIX'S ACTIONS.
BUT CAN THE PROFESSOR'VE REALLY SPLIT THE TWO ENTITIES APART...
... SUPRESSING PHOENIX AND LEAVING JEAN? I HOPE SO. BUT IF PUSH COMES TA SHOVE -- IF I HAVETA MAKE A CHOICE --
-- I STAND BY JEANNIE ALL THE WAY!

her parents is taken by her parents into town to see, just to date ourselves, "The Cat From Outer Space" was the move I kept thinking of. . . . Two or three punks see her wandering by herself while her parents are buying the tickets and escort her into an alleyway. There's a brief scuffle and from the alley comes this horrendous flash which is the Phoenix out loose again. And we have to depower her again . . .

**Chris:** Little cinderized bad guys . . .

**John:** So Phoenix would pop out as a sort of "Jekyll and Hyde" thing. What you had suggested, Chris, actually was that Phoenix would apparently be destroyed on the battle on the moon and that three or four issues later would turn up as Jean back at her old apartment, saying here I am, I'm back, leave me alone, I don't want to talk about it, I don't want to hear about it, I'm just going to live my life. We sort of synthesized those . . .

**Chris:** . . . was she or wasn't she . . .

**John:** . . . which bubbled down into what eventually saw print, that we were going to depower her, but she was essentially going to be Jean and was going to live her life and wasn't going to be 9 years old.

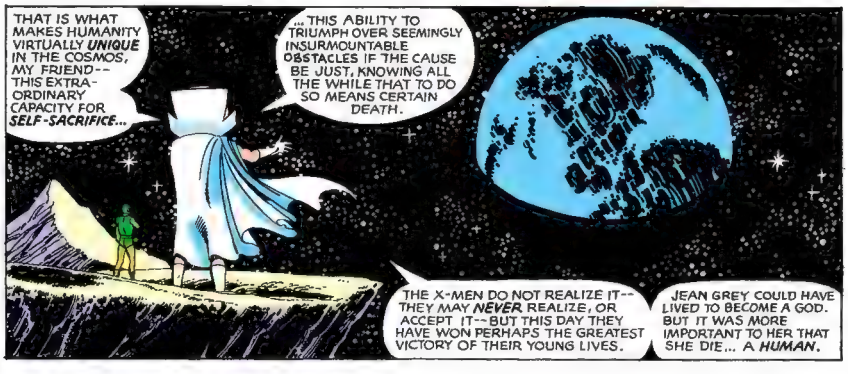
**Chris:** And come to terms with what she'd done. The first issue she was pretty much going to be basically in shock. "I know something awful happened on the moon, and I did something, but I can't remember it so I'm just going to go on."

**John:** All this, and settling down, and marrying Scott was a major turning point because obviously she was going to be the mother of Rachel . . .

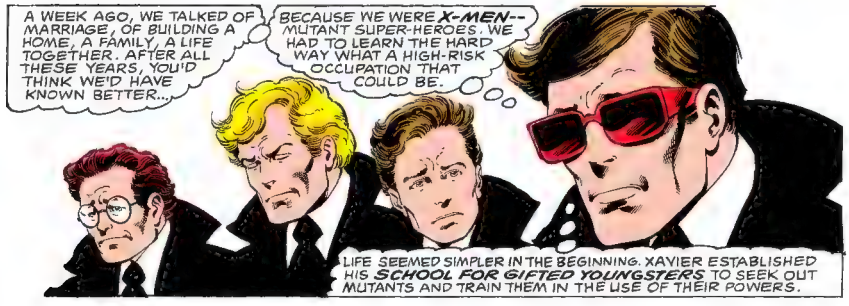
**Jim Shooter:** That's essentially what Terry said. I never really thought about it because no one ever brought it up before, about in the 150th issue that you had it in the back of your minds someplace . . . quite possibly that she would have died *there* . . .

**Chris:** That was, I must confess, not in the back of my mind. I was still thinking in terms of happy endings.

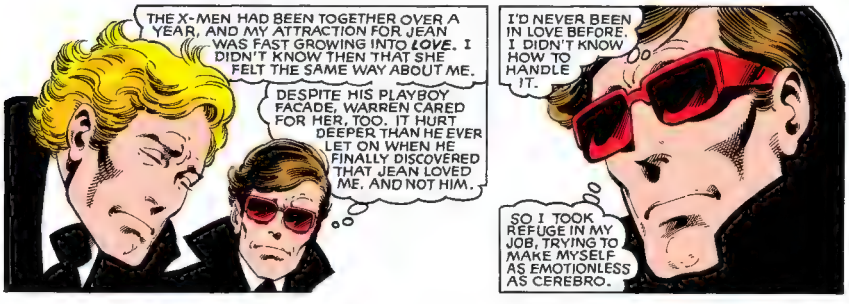
**Terry:** One of the consequences of that story that might have been, seemed to have been that it would strengthen the character of Magneto. After fighting these guys since issue #1 directly or indirectly he caused the death of one of them. Boy . . . !


THAT IS WHAT MAKES HUMANITY VIRTUALLY *UNIQUE* IN THE COSMOS, MY FRIEND -- THIS EXTRA-ORDINARY CAPACITY FOR *SELF-SACRIFICE*...
... THIS ABILITY TO TRIUMPH OVER SEEMINGLY INSURMOUNTABLE OBSTACLES IF THE CAUSE BE JUST, KNOWING ALL THE WHILE THAT TO DO SO MEANS CERTAIN DEATH.
THE X-MEN DO NOT REALIZE IT -- THEY MAY *NEVER* REALIZE, OR ACCEPT IT -- BUT THIS DAY THEY HAVE WON PERHAPS THE GREATEST VICTORY OF THEIR YOUNG LIVES.
JEAN GREY COULD HAVE LIVED TO BECOME A GOD. BUT IT WAS MORE IMPORTANT TO HER THAT SHE DIE... A *HUMAN*.

**Chris:** In a sense it would have been the confrontation with Kitty, but on a much stronger note.
**Jim Shooter:** Terry, are you sure you don't want to be an editor?
**John:** Why didn't you say any of this 4 years ago?
**Terry:** I was in Michigan at my parents' house when this was going on. I got a phone call, "Well, you know there's something happening here . . ."


A WEEK AGO, WE TALKED OF MARRIAGE, OF BUILDING A HOME, A FAMILY, A LIFE TOGETHER. AFTER ALL THESE YEARS, YOU'D THINK WE'D HAVE KNOWN BETTER...
BECAUSE WE WERE X-MEN-- MUTANT SUPER-HEROES. WE HAD TO LEARN THE HARD WAY WHAT A HIGH-RISK OCCUPATION THAT COULD BE.
LIFE SEEMED SIMPLER IN THE BEGINNING. XAVIER ESTABLISHED HIS SCHOOL FOR GIFTED YOUNGSTERS TO SEEK OUT MUTANTS AND TRAIN THEM IN THE USE OF THEIR POWERS.

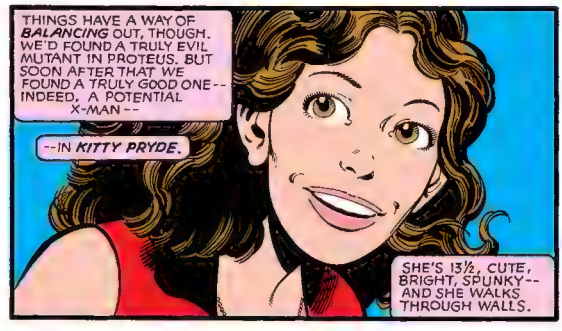
**John:** I never thought of it in terms of Jean dying in issue #150. I just thought of it as just coming to terms with it and going off contentedly and being Jean and from that point on becoming essentially a background character. Scott's wife, as important to the story as the left front tire of the blackbird.
**Jim Salicrup:** I remember when Stan Lee in the Bullpen Pages always used to say that the stories just seemed to write themselves —and this one seemed to keep doing it over and over again on a daily basis. I remember one of the things that Chris and I agreed, we had originally planned a little humor feature in the back of the death of Phoenix issue explaining how we arrived at this story.


THE X-MEN HAD BEEN TOGETHER OVER A YEAR, AND MY ATTRACTION FOR JEAN WAS FAST GROWING INTO LOVE. I DIDN'T KNOW THEN THAT SHE FELT THE SAME WAY ABOUT ME.
DESPITE HIS PLAYBOY FACADE, WARREN CARED FOR HER, TOO. IT HURT DEEPER THAN HE EVER LET ON WHEN HE FINALLY DISCOVERED THAT JEAN LOVED ME, AND NOT HIM.
I'D NEVER BEEN IN LOVE BEFORE. I DIDN'T KNOW HOW TO HANDLE IT.
SO I TOOK REFUGE IN MY JOB, TRYING TO MAKE MYSELF AS EMOTIONLESS AS CEREBRO.

**Chris:** And doing it over again . . .
**Jim Salicrup:** 'Cause what would happen is, well, John had a very strong hand in the plotting, Chris was there writing away and each time someone looked at the pages again, new possibilities would present themselves. It reminds me of these children's books where you start reading the first chapter, and when you finish that, you have to make a decision . . . "go on to page 63 if you want to kill Phoenix."
**Jim Shooter:** Right. Choose Your Own Adventure™.
**Jim Salicrup:** Even when one page would come in, John may have had specific ideas of how the scripting would be handled, and you'd have ideas, but maybe when you sat down to write it you changed it again . . .
**Terry:** Do I take the rap for Phoenix dying?
**Jim Shooter:** Let's blame it on John! No actually, guys . . .
**Chris:** No actually, it was my decision . . .
**John:** No, it wouldn't have been necessary, if I hadn't had her eat a planet. That wasn't in the plot.
**Chris:** Yeah, it was! I wrote the plot! I typed it! It says it in the plot.
**John:** It says she eats a *star*!
**Chris:** That's right.
**Louise:** You didn't have to write, "and eleven billion asparagus people die with one horrible scream!"

**John:** I drew it!
**Louise:** Yeah, you could have said, "a couple of them stay alive."
**Terry:** Two or three of them . . .
**Chris:** They miraculously left the planet—!
**Jim Shooter:** Okay, this discussion could go on for the next hundred years.
**Chris:** Oh, God!
**Jim Shooter:** I'm sure that discussions like this *will* go on for quite some time! Not only here, but out among the readers and fans who care about these things as much as we do. So, I think this is a good place to end this, just blaming it all on John! Just kidding. Except about it being a good place to end this.
**Jim Salicrup:** I just wanted to add that even Tom Orzechowski and Glynis Wein were involved in the whole process—like, Tom would be calling in offering his ideas . . .
**Chris:** Actually, Tom's basic idea was, "you write too much, Chris, take some of it out!"
**Jim Shooter:** On that happy note, thank you all!
**Louise:** Great!
**Chris:** That was great.
**Louise:** Hey, Terry, you ought to be an editor!
**Terry:** Yeah, I'm good for it ten years later.
**Chris:** No, four years later.
**Louise:** In fact, Terry Austin, old friend, old buddy, how would you like to *write* a story . . . *any* story?
**Terry:** Bringing back Phoenix?
The end.

PROFESSOR GREY, I SPEAK FOR ALL SHI'AR WHEN I SAY HOW... SORRY WE ARE AT YOUR DAUGHTER'S DEATH. YOUR GRIEF IS OURS.
THANK YOU, YOUR... MAJESTY. THAT'S VERY KIND.
SO LONG AS I RULE, SO LONG AS SHI'AR ENDURES, JEAN GREY'S NAME AND MEMORY WILL BE
SHE GAVE HER LIFE, THAT THE UNIVERSE MIGHT LIVE.


THINGS HAVE A WAY OF BALANCING OUT, THOUGH. WE'D FOUND A TRULY EVIL MUTANT IN PROTEUS. BUT SOON AFTER THAT WE FOUND A TRULY GOOD ONE--INDEED, A POTENTIAL X-MAN--
--IN KITTY PRYDE.
SHE'S 13½, CUTE, BRIGHT, SPUNKY--AND SHE WALKS THROUGH WALLS.

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NO. 27
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# BIZARRE ADVENTURES™

## Secret Lives of the X-Men

COMPILED FROM THE FILES OF PROFESSOR X

# X-MEN DATA LOG

## PHOENIX--

*Given Name — Jean Grey*

*Birthplace — Annandale-on-Hudson, New York, U.S.A.*

*Parents — John & Elaine Grey*

*Other — One sister: Sara (non-mutant)*

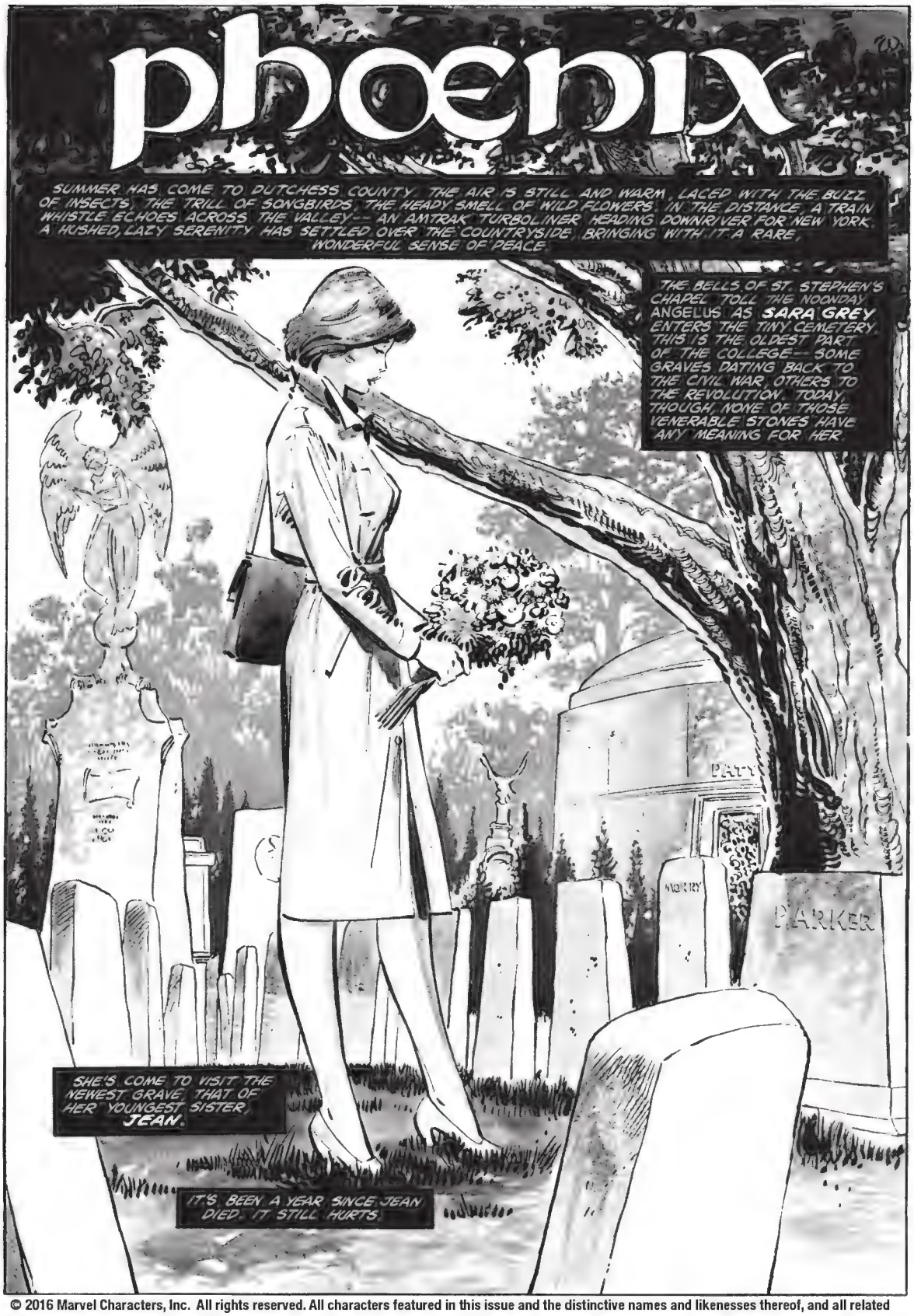
*POWERS--*

Psychokinetic & Telepathic: Phoenix possessed the ability to move objects of considerable mass by force of mind alone. She was able to mentally communicate with others over vast distances (range unknown) and act as a mental switchboard, linking a great many minds together. There is evidence that her ability to psychokinetically manipulate mass extended to the molecular level.

*COMMENTS--*

Originally code-named *Marvel Girl*, Jean sacrificed herself to save her fellow X-Men from a solar radiation storm on the edge of space. Miraculously, Jean was reborn as Phoenix — her mental powers boosted to near-omnipotent levels. Unfortunately, she fell under the thrall of the mutant illusion-caster, *Mastermind*, and the darker side of her nature — *Dark Phoenix* — was unleashed. Eventually, realizing that her power was a potential threat to the entire universe, Jean ended the life of the Phoenix forever.

The following is a story of an earlier, happier time...


phoenix
SUMMER HAS COME TO DUTCHESS COUNTY. THE AIR IS STILL AND WARM, LACED WITH THE BUZZ OF INSECTS, THE TRILL OF SONGBIRDS, THE HEADY SMELL OF WILD FLOWERS. IN THE DISTANCE, A TRAIN WHISTLE ECHOES ACROSS THE VALLEY-- AN AMTRAK TURBOLINER HEADING DOWNRIVER FOR NEW YORK. A HUSHED, LAZY SERENITY HAS SETTLED OVER THE COUNTRYSIDE, BRINGING WITH IT A RARE, WONDERFUL SENSE OF PEACE.
THE BELLS OF ST. STEPHEN'S CHAPEL TOLL THE NOONDAY ANGELUS AS SARA GREY ENTERS THE TINY CEMETERY. THIS IS THE OLDEST PART OF THE COLLEGE-- SOME GRAVES DATING BACK TO THE CIVIL WAR, OTHERS TO THE REVOLUTION. TODAY, THOUGH, NONE OF THOSE VENERABLE STONES HAVE ANY MEANING FOR HER.
PARKER
SHE'S COME TO VISIT THE NEWEST GRAVE, THAT OF HER YOUNGEST SISTER, JEAN.
IT'S BEEN A YEAR SINCE JEAN DIED. IT STILL HURTS.

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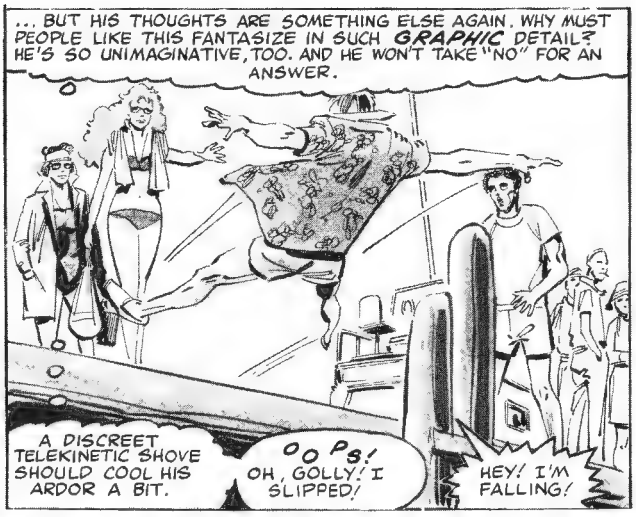
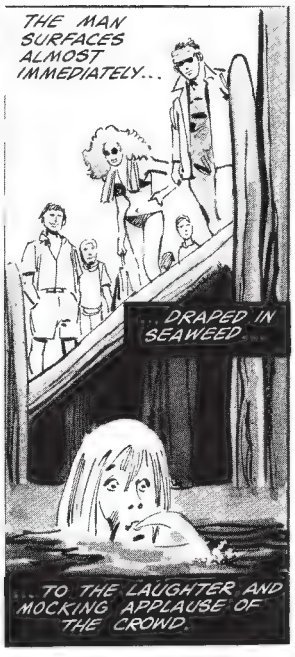
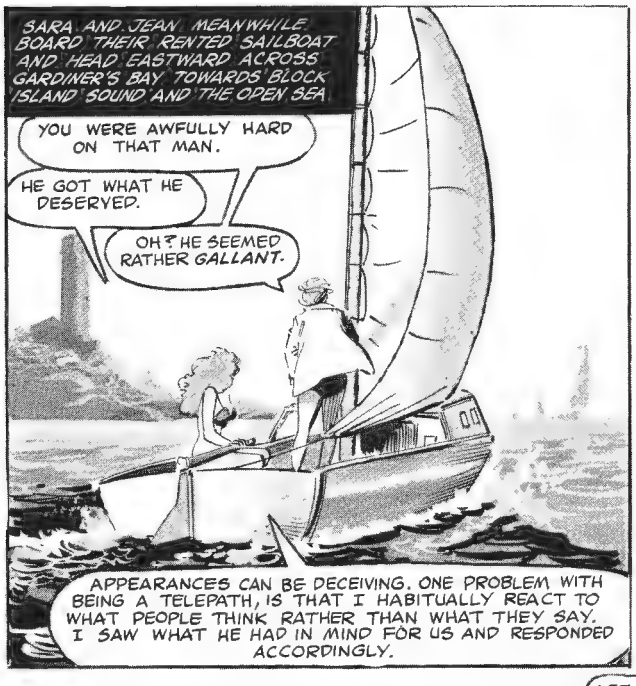
HIYA, KID. IT'S ME AGAIN.
I DON'T KNOW WHY I KEEP COMING BACK. I MEAN, IT ISN'T AS IF YOU'RE ACTUALLY BURIED HERE, YOU'RE NOT REALLY BURIED ANYWHERE. YOU DIED ON THE MOON, YOUR BODY REDUCED TO ATOMS SCATTERED ACROSS THE COSMOS. NOTHING IN THIS PLACE CONTAINS EVEN THE SLIGHTEST PART OF YOU.
AND YET... YOU ARE HERE. I FEEL IT.
JEAN GREY
1968
1980
WE WERE AS MUCH BEST FRIENDS AS SISTERS. WE COULD TALK ABOUT ANYTHING. WE TRUSTED EACH OTHER, LOOKED OUT FOR EACH OTHER.
I'M SCARED, JEAN. TOMMY IS ELEVEN YEARS OLD. SOON, HE'LL REACH PUBERTY. SUPPOSE HE CHANGES, THE WAY YOU CHANGED. SUPPOSE, HE, LIKE YOU, IS A MUTANT?
YOUR POWERS KILLED YOU, JEAN. WILL THEY KILL MY SON?
SHELTER ISLAND, NEW YORK--TWO YEARS EARLIER...
I KNOW WHAT YOU TOLD MOM AND DAD. THEY'RE PRETTY SHOOK UP. AND SO AM I. IT'S ALL A BIT DIFFICULT TO COMPREHEND. DO...DO YOU KNOW WHAT I'M THINKING RIGHT NOW?
SO YOU KNOW EVERYTHING, HMNH? ABOUT PHOENIX AND THE X-MEN?
I DON'T MINDSCAN THOSE I LOVE. HOUSE RULE.
I FIGURE WE'LL SPEND THE DAY SAILING, THEN MEET PAUL AND SCOTT FOR DINNER AT THE CAFE' DE AVIATRIX. YOU'LL LOVE IT. THE FOOD IS SUPERB.
SPEAKING OF SUPERB, YOU LOVELY LADIES CERTAINLY FIT THAT BILL. YOU APPEAR UNATTACHED. MY FRIEND AND I OFFER THE PERFECT REMEDY. US!
ACTUALLY, MY SISTER AND I ARE VERY ATTACHED.
A MERE TECHNICALITY. WE HAVE A YACHT FILLED WITH GOODIES.
AND YOU WISH TO ADD US TO YOUR COLLECTION, NO DOUBT.
HIS WORDS ARE CHARMING...


... BUT HIS THOUGHTS ARE SOMETHING ELSE AGAIN. WHY MUST PEOPLE LIKE THIS FANTASIZE IN SUCH GRAPHIC DETAIL? HE'S SO UNIMAGINATIVE, TOO. AND HE WON'T TAKE "NO" FOR AN ANSWER.
A DISCREET TELEKINETIC SHOVE SHOULD COOL HIS ARDOR A BIT.
OOPS! OH, GOLLY! I SLIPPED!
HEY! I'M FALLING!

SPLA
H


THE MAN SURFACES ALMOST IMMEDIATELY...
...DRAPED IN SEAWEED...
...TO THE LAUGHTER AND MOCKING APPLAUSE OF THE CROWD.


SARA AND JEAN MEANWHILE BOARD THEIR RENTED SAILBOAT AND HEAD EASTWARD ACROSS GARDINER'S BAY TOWARDS BLOCK ISLAND SOUND AND THE OPEN SEA.
YOU WERE AWFULLY HARD ON THAT MAN.
HE GOT WHAT HE DESERVED.
OH? HE SEEMED RATHER GALLANT.
APPEARANCES CAN BE DECEIVING. ONE PROBLEM WITH BEING A TELEPATH, IS THAT I HABITUALLY REACT TO WHAT PEOPLE THINK RATHER THAN WHAT THEY SAY. I SAW WHAT HE HAD IN MIND FOR US AND RESPONDED ACCORDINGLY.

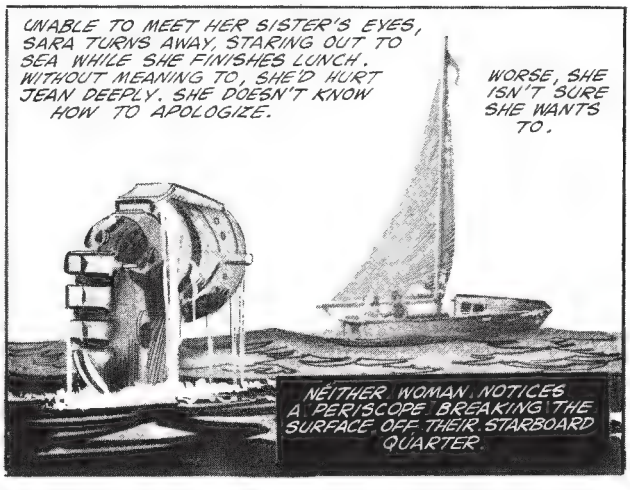
OH!
!OH!!
CAREFUL, SIS. THERE'S A BIT OF A CHOP.

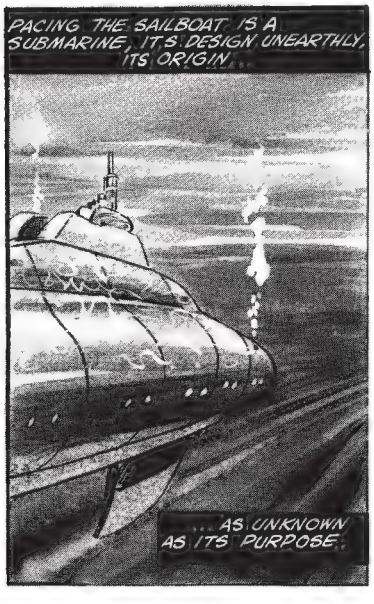
TRY THAT STUNT AGAIN, DEAR LITTLE SISTER AND I'LL GIVE YOU A BIT OF A CHOP.
WHY, SARA, YOU DON'T THINK I HAD ANYTHING TO DO WITH THAT?

LET US SAY I HAVE MY SUSPICIONS.
POOH! MARRIAGE HAS TURNED YOU INTO AN OLD FUDDY-DUDDY ABSOLUTELY NO SENSE OF HUMOR.

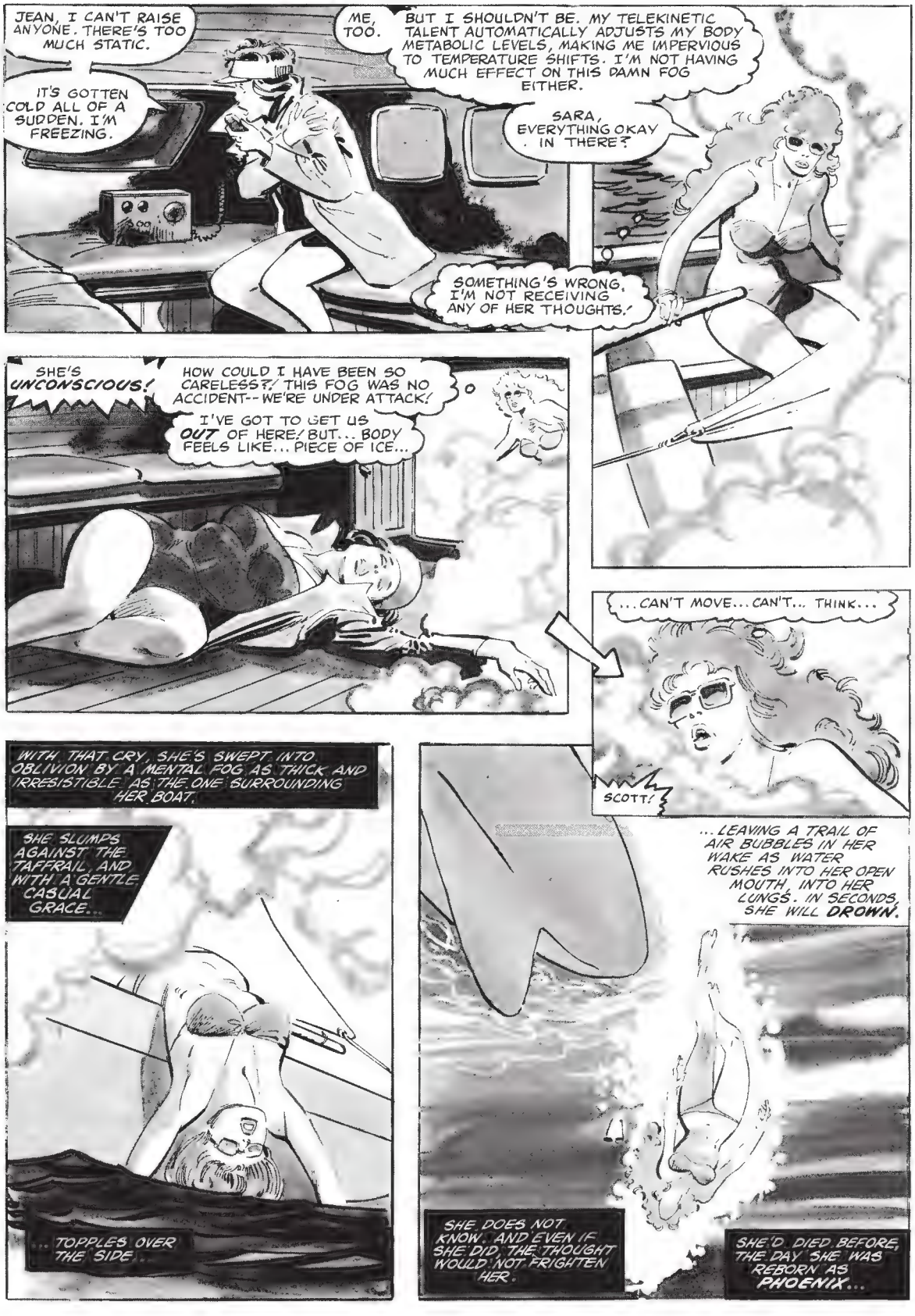
WE'VE BEEN OUT A COUPLE OF HOURS. HOW 'BOUT LUNCH? I'M FAMISHED!
GOD!
S-SORRY. I DIDN'T MEAN TO JUMP. IT'S JUST THAT IT'S ONE THING TO TALK ABOUT YOUR... ABILITIES.
DAD SAYS YOU'RE A MUTANT. DOES THAT MAKE ME ONE, AS WELL? WHY DO YOU HAVE POWERS, AND NOT ME?
IT'S ANOTHER TO SEE THEM IN ACTION.
LUCK OF THE DRAW?

THIS ISN'T FUNNY, JEAN. I HAVE CHILDREN--WHAT ABOUT THEM?
I DON'T KNOW. WOULD IT BE SO TERRIBLE IF THEY WERE MUTANTS?
THEY'D BE... DIFFERENT.
DON'T YOU REALLY MEAN, THEY'D BE FREAKS?! FREAKS LIKE ME!


UNABLE TO MEET HER SISTER'S EYES, SARA TURNS AWAY, STARING OUT TO SEA WHILE SHE FINISHES LUNCH. WITHOUT MEANING TO, SHE'D HURT JEAN DEEPLY. SHE DOESN'T KNOW HOW TO APOLOGIZE.
WORSE, SHE ISN'T SURE SHE WANTS TO.
NEITHER WOMAN NOTICES A PERISCOPE BREAKING THE SURFACE OFF THEIR STARBOARD QUARTER.


PACING THE SAILBOAT IS A SUBMARINE, ITS DESIGN UNEARTHLY, ITS ORIGIN...
...AS UNKNOWN AS ITS PURPOSE.

JEAN--A FOG BANK!
I SEE IT, SARA. IT WASN'T THERE A FEW MINUTES AGO AND ACCORDING TO THE WEATHER FORECAST, IT SHOULDN'T BE THERE AT ALL.
IT'S SPREADING ACROSS OUR COURSE IT'S TOO BIG TO GO 'ROUND--SO WE'LL HAVE TO SAIL THROUGH. NO REAL PROBLEM, THOUGH. I'LL TELEKINETICALLY CLEAR A PATH FOR US.
SARA, THERE'S A CB RADIO IN THE CABIN. YOU'D BETTER BROADCAST A WARNING TO OTHER BOATS IN OUR VICINITY AND THE COAST GUARD.


JEAN, I CAN'T RAISE ANYONE. THERE'S TOO MUCH STATIC.
ME, TOO.
BUT I SHOULDN'T BE. MY TELEKINETIC TALENT AUTOMATICALLY ADJUSTS MY BODY METABOLIC LEVELS, MAKING ME IMPERVIOUS TO TEMPERATURE SHIFTS. I'M NOT HAVING MUCH EFFECT ON THIS DAMN FOG EITHER.
IT'S GOTTEN COLD ALL OF A SUDDEN. I'M FREEZING.
SARA, EVERYTHING OKAY IN THERE?
SOMETHING'S WRONG, I'M NOT RECEIVING ANY OF HER THOUGHTS.'
SHE'S UNCONSCIOUS!
HOW COULD I HAVE BEEN SO CARELESS?! THIS FOG WAS NO ACCIDENT--WE'RE UNDER ATTACK!
I'VE GOT TO GET US OUT OF HERE! BUT... BODY FEELS LIKE... PIECE OF ICE...
...CAN'T MOVE...CAN'T... THINK...
SCOTT!
WITH THAT CRY, SHE'S SWEPT INTO OBLIVION BY A MENTAL FOG AS THICK AND IRRESISTIBLE AS THE ONE SURROUNDING HER BOAT.
SHE SLUMPS AGAINST THE TAFFRAIL, AND WITH A GENTLE, CASUAL GRACE...
...TOPPLES OVER THE SIDE.
...LEAVING A TRAIL OF AIR BUBBLES IN HER WAKE AS WATER RUSHES INTO HER OPEN MOUTH, INTO HER LUNGS. IN SECONDS, SHE WILL DROWN.
SHE DOES NOT KNOW. AND EVEN IF SHE DID, THE THOUGHT WOULD NOT FRIGHTEN HER.
SHE'D DIED BEFORE, THE DAY SHE WAS REBORN AS PHOENIX...

...AND SHE'S WALKED HAND IN HAND WITH THE REAPER SINCE CHILDHOOD.
SHE WAS TEN YEARS OLD, A BRIGHTER THAN AVERAGE TOMBOY LIVING IN A CONVERTED FARMHOUSE ON ANNANDALE ROAD NEAR BARD COLLEGE, WHERE HER FATHER WAS A PROFESSOR OF HISTORY.
IT WAS LATE SUMMER. SARA WAS AWAY AT GIRL SCOUT CAMP. JEAN WAS PLAYING WITH HER VERY BEST PAL, ANNIE RICHARDSON.
'BYE, RED-HEAD. SEE YOU FOR LUNCH.
S'LONG, DAD. HAVE A NICE DAY.
JEAN, YOU AND ANNIE BE CAREFUL PLAYING IN THE FRONT YARD. WATCH OUT FOR CARS.
WE WILL, MOM.
JUMP FOR IT, ANNIE!
THE WIND'S PULLING IT OUT OF MY HANDS! IT'S GOING INTO THE ROAD!
I'LL GET IT!
ANNIE--WAIT! CHECK FOR CARS FIRST!
THAT'S A BLIND CURVE, DARLING. THEY CAN'T SEE ANYONE IN THE ROAD. ESPECIALLY IF THEY'RE DRIVING FAST.
ANNIE NEVER SAW THE CAR.
THE DRIVER NEVER SAW HER.

ANNIE! ANNIE!

MOM! MOM--COME QUICK! ANNIE'S BEEN HURT REAL BAD!

HER ARMS AND LEGS WERE TWISTED AT GROTESQUE, IMPOSSIBLE ANGLES, MAKING ANNIE RESEMBLE A RAG DOLL MORE THAN A PERSON.

AND THERE WAS BLOOD, SO MUCH BLOOD, TOO MUCH BLOOD.

SHE WAS STILL ALIVE.

JEAN... HELP ME...

IT'S OKAY, ANNIE. MOM'S CALLING AN AMBULANCE. IT'LL BE HERE SOON.

I...HURT... HARD TO BREATHE...

AM I... GONNA... DIE...?

WITHOUT WARNING, JEAN FELT AN AGONIZING SNAP WITHIN HER OWN BRAIN...

... AND FOUND HERSELF INSIDE ANNIE'S MIND--HEARING ANNIE'S THOUGHTS, EXPERIENCING HER EMOTIONS! AROUND HER WAS IMPENETRABLE DARKNESS. FACING HER, A GLOWING IMAGE OF ANNIE, WHOLE AND UNHARMED.

JEAN EMBRACED ANNIE'S SOUL-SELF TRYING TO PROTECT HER AS THE DARKNESS CLOSED IN ON THEM.

BUT THE LIFEGLOW FADED. ANNIE WAS DYING AND THERE WAS NOTHING EITHER CHILD COULD DO TO PREVENT IT.

FINALLY, THE GLOW DISAPPEARED, LEAVING JEAN ALONE IN THE DARK, HER ARMS HOLDING EMPTY AIR.

AGAIN, SHE FELT A SNAP--LESS PAINFUL THIS TIME.

--AND FOUND HERSELF BACK IN HERSELF ONCE MORE...

...CRADLING HER BEST FRIEND'S CORPSE.

A PART OF HER SEEMED TO DIE WITH ANNIE. SHE BECAME A WITHDRAWN, SERIOUS, ALMOST HAUNTED CHILD.

HER PARENTS--INCREASINGLY WORRIED AS TIME PASSED AND JEAN'S DEPRESSION DID NOT LIFT--TOOK HER TO A SCORE OF PSYCHIATRISTS.

NONE DID ANY GOOD.

JEAN CUT HERSELF OFF FROM PEOPLE, BECAME AS MUCH A HERMIT AS AN ELEVEN-YEAR OLD CAN BE. NO ONE REALIZED THAT THIS SELF-IMPOSED ISOLATION WAS PART OF A DESPERATE BATTLE FOR SURVIVAL. FOR JEAN COULD NOW HEAR OTHER PEOPLES' THOUGHTS, AND HER INABILITY TO SHUT THOSE THOUGHTS OUT WAS KILLING HER.

THERE IS ONE OTHER POSSIBILITY--A COLLEAGUE OF MINE, JUST BACK FROM THE NEAR EAST, RECOVERING FROM A TERRIBLE ACCIDENT--!

--A MAN NAMED CHARLES XAVIER.

XAVIER WAS A TRUE RENAISSANCE MAN, MASTER OF A SCORE OF ACADEMIC DISCIPLINES. HE WAS ALSO A MUTANT, THE STRONGEST TELEPATH ON EARTH. FROM HIM, JEAN LEARNED THAT SHE, TOO, WAS A MUTANT.
LIKE XAVIER, SHE WAS A TELEPATH. THAT ABILITY HAD BEEN AWAKENED BY HER TRAUMATIC RAPPORT WITH ANNIE. TO PROTECT JEAN, XAVIER SEALED HER MIND-READING TALENT BEHIND PSYCHIC SHIELDS UNTIL SHE WAS MATURE ENOUGH TO HANDLE THEM. SIMULTANEOUSLY, HE HELPED HER REALIZE HER POTENTIAL AS A TELEKINETIC -- SOMEONE WHOSE THOUGHTS ALONE ARE CAPABLE OF MOVING OBJECTS.
AFTER YEARS OF SUCCESSFUL TREATMENT, XAVIER SUGGESTED TO THAT JEAN'S PARENTS ENROLL HER IN HIS SCHOOL FOR GIFTED YOUNGSTERS. THERE, SHE MET THE YOUNG MEN WHO WITH HER WOULD BECOME XAVIER'S MUTANT SUPER-HERO TEAM, THE UNCANNY X-MEN. ONE OF THEM WAS THE MAN WITH WHOM SHE WOULD FALL IN LOVE: SCOTT SUMMERS.
MONTHS AGO, TO SAVE SCOTT AND HER FELLOW X-MEN, SHE SACRIFICED HER LIFE. BUT AS SHE DIED, SHE TAPPED INTO A PRIMAL UNIVERSAL FORCE. SHE BECAME ONE WITH IT, AND WAS REBORN.*
HEAR ME, X-MEN!
NO LONGER AM I THE WOMAN YOU KNEW.
I AM FIRE! AND LIFE INCARNATE! NOW AND FOREVER--
--I AM PHOENIX!
* AS RECOUNTED IN X-MEN #s 98-101.

SHE'S STILL UNCERTAIN WHETHER HER TRANSFORMATION WAS A BLESSING, OR A CURSE.
UHMMMNNNN--M-MY HEAD... ACHES. I FEEL SO WOOZY.
WHAT... HAPPENED... TO ME? WHERE...

AM I?!?

NOT ANYWHERE I'VE EVER BEEN BEFORE, THAT'S CERTAIN.
MY SKIN--IT'S BLUE! AND...AND I'M UNDERWATER
I'M BREATHING WATER!
BUT HOW? AND WHY?
THE X-MEN MET PRINCE NAMOR, THE SUB-MARINER, LONG AGO. HIS ATLANTAEAN RACE IS AN AQUATIC SPECIES, AND THEY HAVE THIS COLORING.
COULD HE BE RESPONSIBLE FOR THIS KIDNAPPING?
IT SEEMS SO OUT OF CHARACTER FOR NAMOR. AND WHAT INTEREST WOULD HE HAVE IN ME?
THAT SOUND --SOMEONE SCREAMING!
OH, GOD-- I KNOW THAT VOICE!
SHE'S RIGHT NEXT DOOR.
WHY DIDN'T I SENSE HER TELEPATHICALLY WHEN I WOKE UP?
DAMN! I INSTINCTIVELY TRIED TO RUN...
I STILL CAN'T FOCUS ON HER THOUGHTS. WHAT'S WRONG WITH ME?
...BUT THAT DOESN'T WORK TOO WELL IN THIS ENVIRONMENT.
SARA!!
SHE'S COLORED AS I AM--SHE'S BEEN TRANSFORMED, TOO.
AS AN X-MAN, I'VE HAD MORE THAN MY SHARE OF EXTRAORDINARY EXPERIENCES. THIS IS SCARY, BUT I CAN COPE WITH IT. SARA CAN'T.
THE REALIZATION OF WHERE SHE IS, OF WHAT'S HAPPENED TO HER, IS MORE THAN SHE CAN BEAR

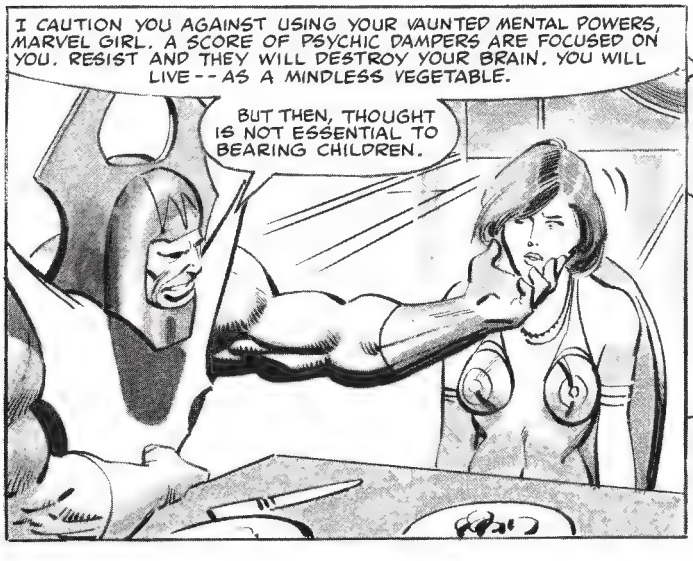
SHE'S A STRONG WOMAN. ALL SHE NEEDS IS TO REGAIN HER MENTAL EQUILIBRIUM.
I'LL STUN HER FIRST WITH A TELEPATHIC BOLT...
...THEN REACH INTO HER MIND--FORGE A RAPPORT BETWEEN US--TO CALM HER, DRAW ON HER NATURAL COURAGE.
SOME FORCE--INHIBITING ME. IT'S TAKING ALL MY CONCENTRATION TO FOCUS MY POWER PROPERLY AND USE IT. WHOEVER CAPTURED US, EVIDENTLY KNOWS OF MY PSIONIC ABILITIES.
SOON...
TH-THANKS. I... I DIDN'T THINK IT WAS POSSIBLE TO BE SO TERRIFIED!
AND THEN I FELT YOUR THOUGHTS. THEY WERE SO... BEAUTIFUL.
I'M GLAD I COULD HELP.
SARA--WE HAVE COMPANY.
YOU ARE AWAKE, FEMALES--GOOD. YOU WILL ACCOMPANY US. OUR LORD AND MASTER DEMANDS YOUR PRESENCE.
WHO IS YOUR LORD? WHY ARE WE HERE?
SILENCE!
YOU WILL SPEAK ONLY WHEN ADDRESSED AND YOU WILL OBEY ALL COMMANDS, INSTANTLY!
YOU WILL BE TOLD ALL YOU NEED TO KNOW BY OUR MASTER.
NOW, HURRY! HE IS IMPATIENT TO MEET HIS BRIDES.
BRIDES?!?
STAY LOOSE, SIS. I'LL GET US OUT OF THIS MESS. YOU HAVE MY WORD.
I WISH I FELT AS CONFIDENT AS I SOUND. THIS CITY IS HUGE--NO TELLING HOW MANY WARRIORS WE'RE UP AGAINST. THEIR WEAPONS LOOK PRETTY SOPHISTICATED, TOO. AND WE'LL BE FIGHTING AND RUNNING IN THEIR NATURAL ENVIRONMENT. THAT GIVES THEM A TREMENDOUS ADVANTAGE.
WORST OF ALL, THIS DAMNED PSIONIC INHIBITOR--WHATEVER THE HELL IT IS--CRIPPLES MY OWN EFFECTIVENESS. ANY WAY YOU LOOK AT IT, OUR SITUATION IS PRETTY GRIM.

I BID YOU WELCOME, JEAN AND SARA GREY, TO THE STRONGHOLD OF--
ATTUMA, SCOURGE OF THE SEVEN SEAS!
MY SERVANTS HAVE PREPARED YOU WELL. YOU WEAR RAIMENT FIT FOR THE QUEENS YOU WILL SOON BECOME.
WHAT'S THIS ALL ABOUT, ATTUMA?

A SPIRITED WOMAN. I LIKE THAT. OCCASIONALLY.
YOU ARE BOTH NO DOUBT HUNGRY. A BANQUET HAS BEEN PREPARED.
BE SEATED. WE WILL TALK WHILE WE EAT.

LONG HAVE I STOOD IN THE SHADOW OF THAT ACCURSED HALF-BREED, NAMOR, MY DREAMS OF CONQUEST FOILED BY HIM OR HIS SURFACE-DWELLING ALLIES. BUT WHERE FORCE OF ARMS HAVE FAILED, MY BRAIN SHALL NOW SUCCEED.
MY STRATAGEM IS SIMPLICITY ITSELF. I WILL ABDUCT MUTANT FEMALES, SUCH AS YOURSELF...
... TRANSFORM THEM -- USING A GENETIC VIRUS DEVELOPED BY MY SCIENTISTS -- INTO WATER BREATHERS...

...AND USE THEM AS BREEDING STOCK TO PRODUCE A RACE OF SUPER-BEINGS THAT WILL BRING THE UNDERSEA AND SURFACE-WORLDS TO THEIR COLLECTIVE KNEES.
YOU HAVE THE SUPREME HONOR OF BEING MY FIRST SUBJECTS.

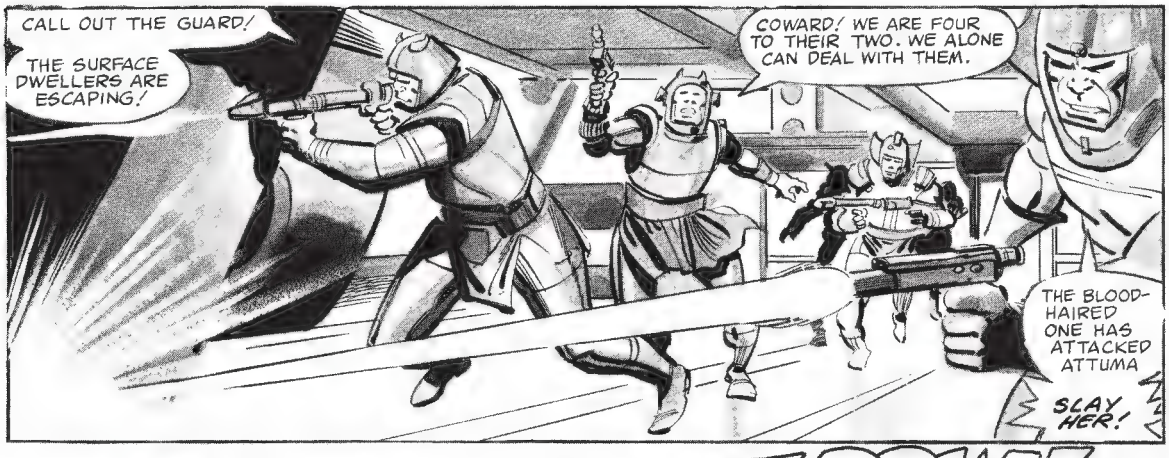

I CAUTION YOU AGAINST USING YOUR VAUNTED MENTAL POWERS, MARVEL GIRL. A SCORE OF PSYCHIC DAMPERS ARE FOCUSED ON YOU. RESIST AND THEY WILL DESTROY YOUR BRAIN. YOU WILL LIVE -- AS A MINDLESS VEGETABLE.
BUT THEN, THOUGHT IS NOT ESSENTIAL TO BEARING CHILDREN.

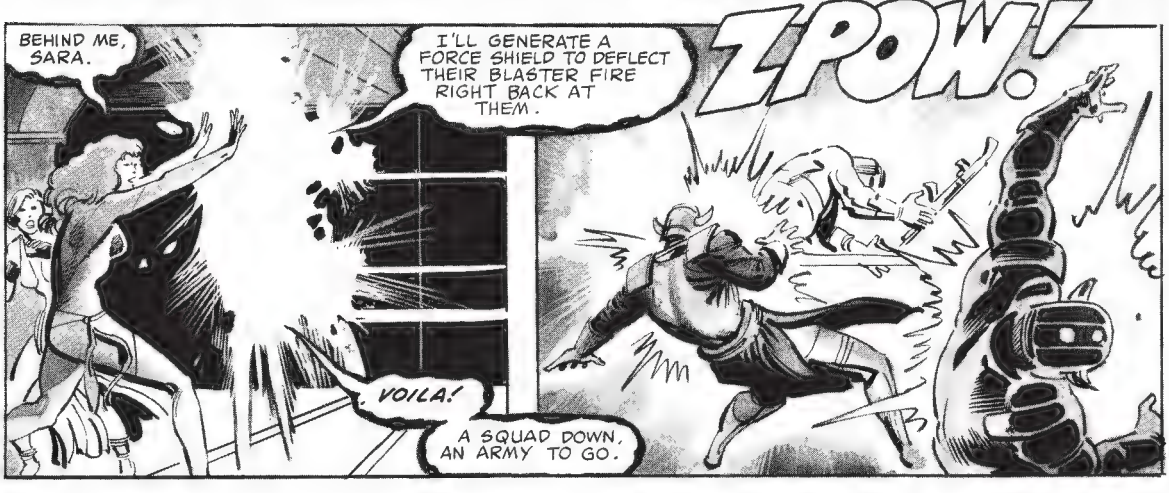
ATTUMA'S DELIBERATELY TRYING TO GOAD ME INTO ACTION, BUT I'VE BEEN CHECKING DEFENSES. BY PICKING THE BRAINS OF HIS WARRIORS, I KNOW WHERE THE DAMPERS ARE LOCATED AND WHAT THEY CAN DO.
THE FUZZINESS I FELT BEFORE WAS AN AFTER-EFFECT OF THE NERVE GAS HE USED ON US. IT'S MOSTLY GONE NOW.
YOUR DEVICES MAY HAVE BEEN ADEQUATE FOR MARVEL GIRL ATTUMA, BUT THEY DON'T MATTER A DAMN AGAINST...

phoenix!!

WARRIORS, TO ARM --UNNNGNH!
THAT TELEKINETIC FORCE BOLT...
...SHOULD TAKE THE FIGHT OUT OF YOU, OH "SCOURGE!"

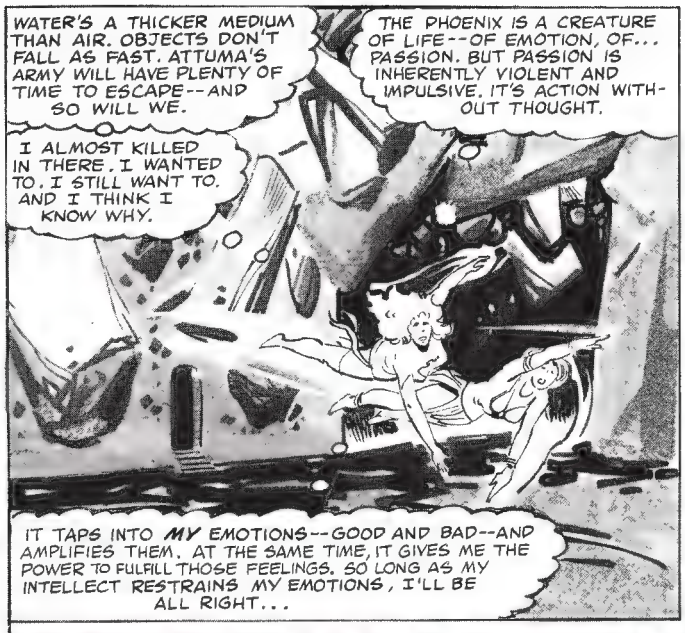
"WHILE A SECOND ELIMINATES ALL YOUR PRECIOUS PSIONIC DAMPERS."


CALL OUT THE GUARD!
THE SURFACE DWELLERS ARE ESCAPING!
COWARD! WE ARE FOUR TO THEIR TWO. WE ALONE CAN DEAL WITH THEM.
THE BLOOD-HAIRED ONE HAS ATTACKED ATTUMA
SLAY HER!

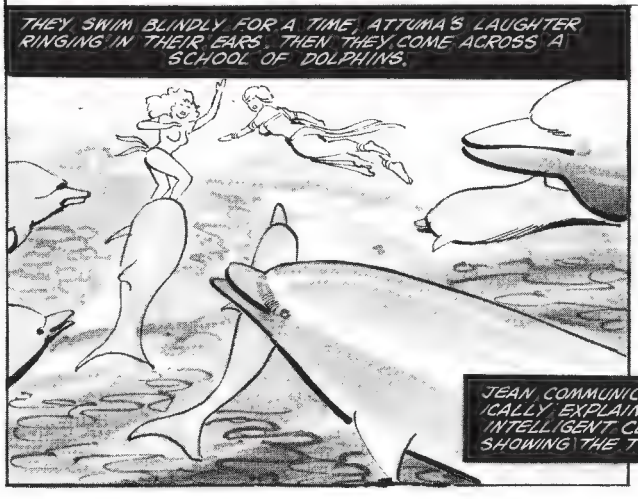

BEHIND ME, SARA.
I'LL GENERATE A FORCE SHIELD TO DEFLECT THEIR BLASTER FIRE RIGHT BACK AT THEM.
ZPOW!
VOILA!
A SQUAD DOWN, AN ARMY TO GO.

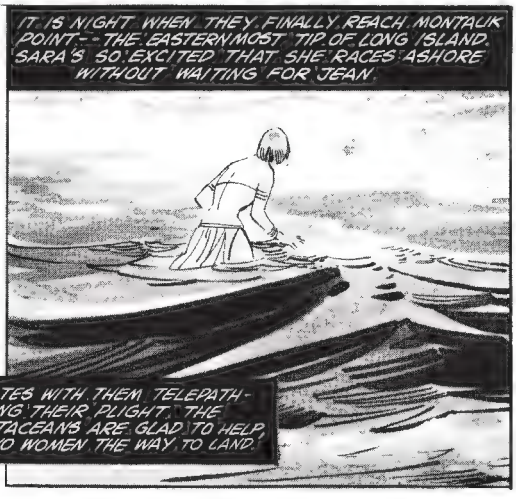
AND SPEAKING OF GOING, LET'S VAMOOSE OURSELVES, WHILE WE'VE GOT THE CHANCE.
JEAN--THAT COSTUME, THAT FIERY BIRD--IS THAT WHAT MOM AND DAD SAW?! AND YOUR SKIN IS WHITE! BUT IF YOU'RE NORMAL ONCE MORE--AN AIR BREATHER--HOW CAN YOU SURVIVE?!
I CAN SURVIVE ANYWHERE, SARA.
NOW QUIT BABBLING AND SWIM FOR YOUR LIFE!
WHY BOTHER? IT WILL BE A WASTED EFFORT?
ATTUMA!
I UNDERESTIMATED YOU, WOMAN. THAT'S A MISTAKE I'LL NOT REPEAT.
YOUR CORPSE I WILL FEED TO THE SHARKS AND YOUR HEAD I WILL MOUNT ON A LANCE...
...IN THE CENTER OF MY ROYAL BEDCHAMBER...
...SO THAT YOU MAY OBSERVE THE CONSUMMATION OF MY MARRIAGE TO YOUR DARLING SISTER!
!HUNNH!
YOU--STOPPED MY SWORD!
BARELY. HIS STRENGTH IS UNBELIEVABLE!
FALL, DAMN YOU! FALL!
NO SURFACE-DWELLER--ESPECIALLY A FEMALE--WILL EVER AGAIN DEFEAT ATTUMA IN SINGLE COMBAT!
HIS BERSERKER FURY HAS HYPED HIS ALREADY CONSIDERABLE POWER TO A FANTASTIC DEGREE. HE'S FORCING ME BACK.

NO! I WON'T CONDEMN SARA TO A LIFE AS ATTUMA'S SLAVE!
M-MY BLADE! IT BENDS!
WHATEVER THE COST!
--I... WILL... PREVAIL!!
AAA'!'!'!
SKRAMM!
FOR A MOMENT, SHE STANDS OVER THE FALLEN WARLORD, HER SOUL TORN.
PART OF HER WANTS TO FINISH WHAT SHE STARTED--BY SLAYING ATTUMA. HE HAD THREATENED HER, AND ONE SHE LOVED DEARLY. IT IS ONLY FITTING THAT HE PAY THE ULTIMATE PRICE.
SUDDENLY, AT THE ENTRANCE OF THE THRONE ROOM...
ATTUMA IS IN PERIL, WARRIORS! HE MUST BE RESCUED! TO HIS SIDE AT ONCE!
DEATH TO THOSE WHO WOULD DO HIM HARM!
JEAN'S INSTINCT IS TO RESPOND IN KIND. HER POWER BURNS WITHIN HER LIKE A NEW-BORN STAR, GROWING WITH EVERY PASSING SECOND.
SHE KNOWS SHE COULD DESTROY THEM ALL WITH BUT A THOUGHT.
INSTEAD, SHE HESITATES, AND CHOOSES A GENTLER WAY--
--TELEKINETICALLY SMASHING THE CORNERSTONES THAT SUPPORT THE HIGH VAULTED ROOF OF THE PALACE. GRAVITY DOES THE REST.
THE WALLS ARE CRUMBLING! FLEE, COMRADES, LEST WE BE CRUSHED!

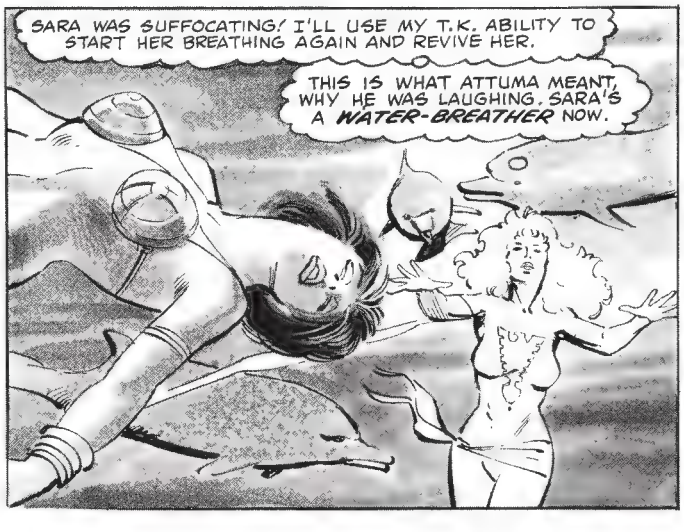

WATER'S A THICKER MEDIUM THAN AIR. OBJECTS DON'T FALL AS FAST. ATTUMA'S ARMY WILL HAVE PLENTY OF TIME TO ESCAPE--AND SO WILL WE.
THE PHOENIX IS A CREATURE OF LIFE--OF EMOTION, OF... PASSION. BUT PASSION IS INHERENTLY VIOLENT AND IMPULSIVE. IT'S ACTION WITHOUT THOUGHT.
I ALMOST KILLED IN THERE. I WANTED TO. I STILL WANT TO. AND I THINK I KNOW WHY.
IT TAPS INTO MY EMOTIONS--GOOD AND BAD--AND AMPLIFIES THEM. AT THE SAME TIME, IT GIVES ME THE POWER TO FULFILL THOSE FEELINGS. SO LONG AS MY INTELLECT RESTRAINS MY EMOTIONS, I'LL BE ALL RIGHT...

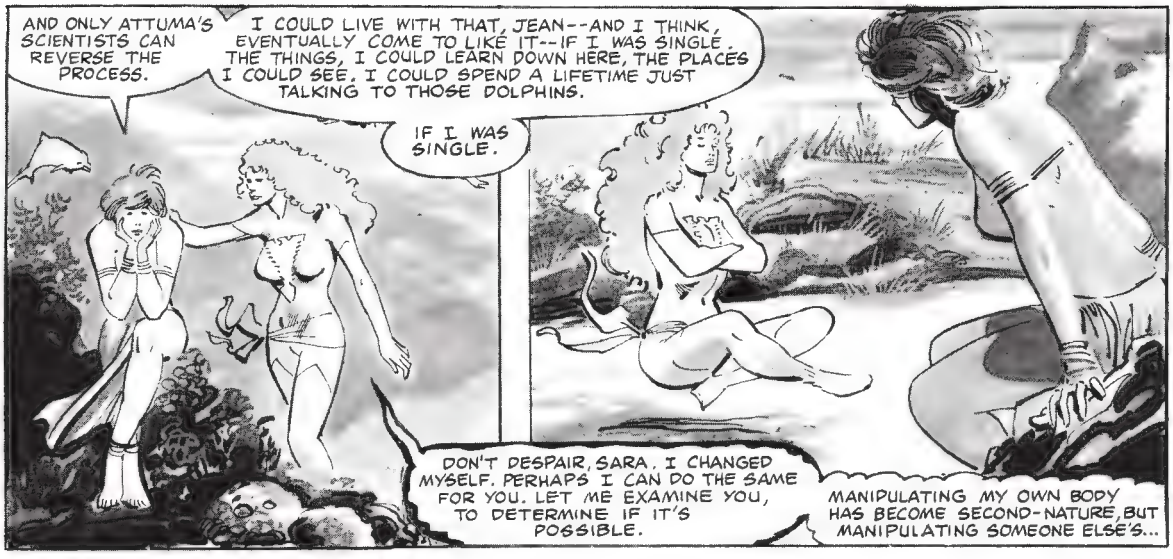
... BUT IF I EVER LOSE CONTROL--EH? ATTUMA'S VOICE!
ENJOY YOUR TRIUMPH, PHOENIX. I WILL NOT HUNT YOU. I WILL NOT HAVE TO.
SOON ENOUGH, YOU WILL BOTH RETURN--OF YOUR OWN FREE WILLS--AND SUBMIT!


THEY SWIM BLINDLY FOR A TIME, ATTUMA'S LAUGHTER RINGING IN THEIR EARS. THEN THEY COME ACROSS A SCHOOL OF DOLPHINS.
JEAN COMMUNICATES WITH THEM TELEPATHICALLY, EXPLAINING THEIR PLIGHT. THE INTELLIGENT CETACEANS ARE GLAD TO HELP, SHOWING THE TWO WOMEN THE WAY TO LAND.


IT IS NIGHT WHEN THEY FINALLY REACH MONTAUK POINT--THE EASTERNMOST TIP OF LONG ISLAND. SARA'S SO EXCITED THAT SHE RACES ASHORE WITHOUT WAITING FOR JEAN.

SHE TRIES TO TAKE A BREATH...
AND CAN'T!

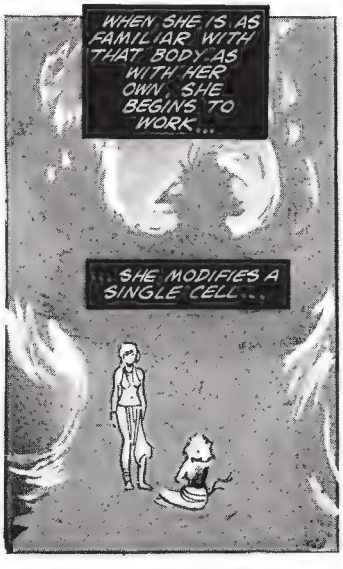

SARA WAS SUFFOCATING! I'LL USE MY T.K. ABILITY TO START HER BREATHING AGAIN AND REVIVE HER.
THIS IS WHAT ATTUMA MEANT, WHY HE WAS LAUGHING. SARA'S A WATER-BREATHER NOW.

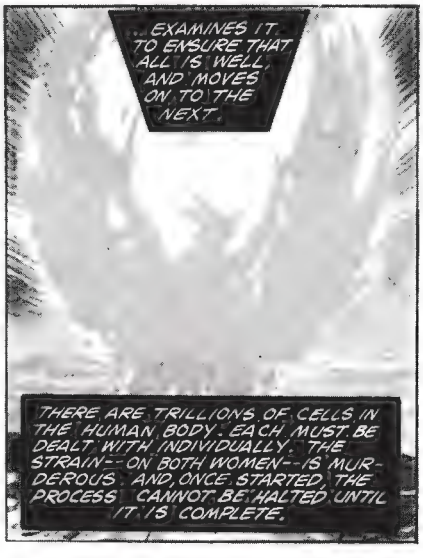

AND ONLY ATTUMA'S SCIENTISTS CAN REVERSE THE PROCESS.
I COULD LIVE WITH THAT, JEAN--AND I THINK, EVENTUALLY COME TO LIKE IT--IF I WAS SINGLE. THE THINGS, I COULD LEARN DOWN HERE, THE PLACES I COULD SEE, I COULD SPEND A LIFETIME JUST TALKING TO THOSE DOLPHINS.
IF I WAS SINGLE.
DON'T DESPAIR, SARA. I CHANGED MYSELF. PERHAPS I CAN DO THE SAME FOR YOU. LET ME EXAMINE YOU, TO DETERMINE IF IT'S POSSIBLE.
MANIPULATING MY OWN BODY HAS BECOME SECOND-NATURE, BUT MANIPULATING SOMEONE ELSE'S...

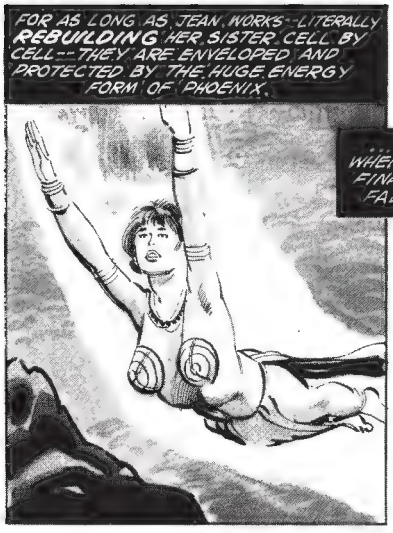
... WILL REQUIRE A PHYSICAL AND PSYCHIC RAPPORT...
... AS INTIMATE AS THE ONE I SHARED WITH ANNIE RICHARDSON.

THERE'S A RISK, SARA. I COULD KILL YOU. OR WORSE.
I UNDERSTAND. IT'S SO ... LOVELY HERE. I WANT TO STAY. BUT I WANT TO GO.
I NEED TO GO. I MUST GO. I HAVE RESPONSIBILITIES, JEAN--A HUSBAND AND CHILDREN.
I LOVE THEM. I CAN'T ABANDON THEM. SEND ME HOME, PLEASE.

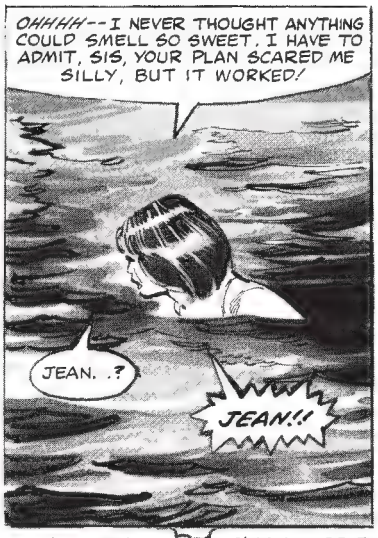
AGAIN, JEAN CONCENTRATES PROJECTING HER CONSCIOUSNESS INTO HER SISTER'S MIND, THEN EXPANDING IT UNTIL SHE IS IN TOUCH WITH EVERY FACET OF SARA'S PHYSICAL BEING.

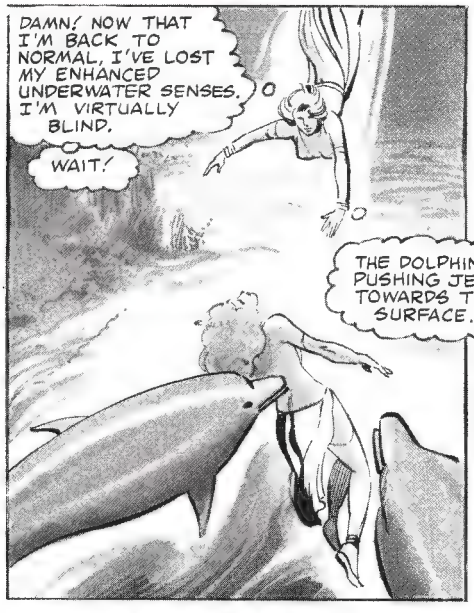

WHEN SHE IS AS FAMILIAR WITH THAT BODY AS WITH HER OWN, SHE BEGINS TO WORK...
...SHE MODIFIES A SINGLE CELL...

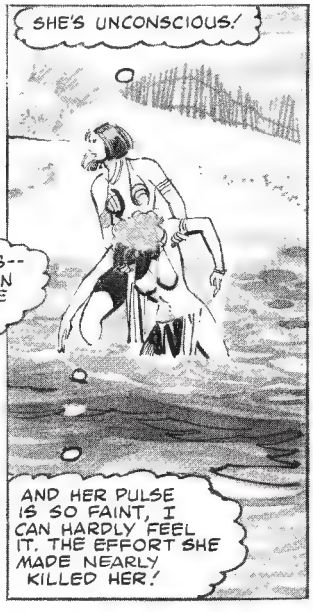

...EXAMINES IT TO ENSURE THAT ALL IS WELL, AND MOVES ON TO THE NEXT.
THERE ARE TRILLIONS OF CELLS IN THE HUMAN BODY. EACH MUST BE DEALT WITH INDIVIDUALLY. THE STRAIN--ON BOTH WOMEN--IS MURDEROUS. AND, ONCE STARTED, THE PROCESS CANNOT BE HALTED UNTIL IT IS COMPLETE.


FOR AS LONG AS JEAN WORKS--LITERALLY REBUILDING HER SISTER CELL BY CELL--THEY ARE ENVELOPED AND PROTECTED BY THE HUGE ENERGY FORM OF PHOENIX.

AIR!
...AND WHEN IT FINALLY FADES...
I CAN BREATHE AGAIN!
I'M MYSELF!


OHHHH--I NEVER THOUGHT ANYTHING COULD SMELL SO SWEET. I HAVE TO ADMIT, SIS, YOUR PLAN SCARED ME SILLY, BUT IT WORKED!
JEAN. .?
JEAN!!


DAMN! NOW THAT I'M BACK TO NORMAL, I'VE LOST MY ENHANCED UNDERWATER SENSES. I'M VIRTUALLY BLIND.
WAIT!
THE DOLPHINS--PUSHING JEAN TOWARDS THE SURFACE.


SHE'S UNCONSCIOUS!
AND HER PULSE IS SO FAINT, I CAN HARDLY FEEL IT. THE EFFORT SHE MADE NEARLY KILLED HER!

I'LL TRY MOUTH-TO-MOUTH RESUSCITATION.
C'MON, LITTLE SISTER, DON'T DIE ON ME. NOT AFTER ALL WE'VE BEEN THROUGH.
BREATHE, DAMN YOU, BREATHE!

THAT'S THE SPIRIT! YOU'RE ALIVE!
CONSIDERING HOW I FEEL...
...IT'S AN HONOR I CAN DO WITHOUT.

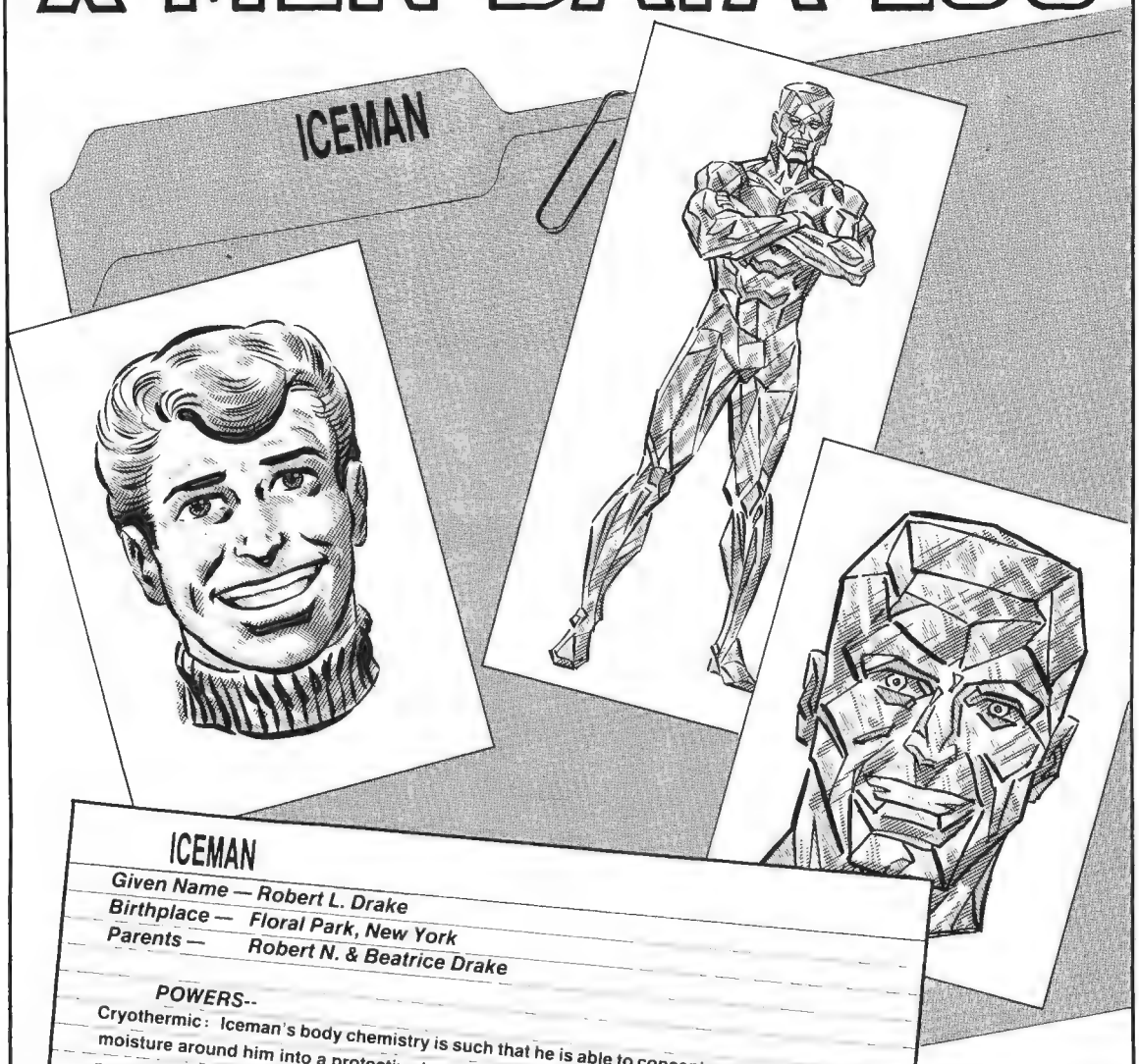
LATER..
I REACHED SCOTT WITH A TELEPATHIC "S.O.S" THIS FIRE SHOULD KEEP US WARM 'TILL HE AND PAUL PICK US UP. I'M AFRAID I'M STILL TOO WASTED TO FLY US HOME.
S'ALRIGHT. I PREFER THE SOLITUDE.
I KNOW WHAT SHE'S THINKING.

SHE'S TERRIFIED ABOUT HER KIDS. NOT SIMPLY ABOUT WHETHER OR NOT THEY'RE MUTANTS, BUT *WHAT KIND* OF MUTANTS.
I THINK IT'LL BE BETTER FOR ALL CONCERNED IF I ERASE HER MEMORIES OF TODAY'S EVENTS, HER KNOWLEDGE OF PHOENIX. WE WERE SAILING. WE HAD AN ACCIDENT. SHE SAVES MY LIFE.
THE PSIONIC BLOCK ON MY MEMORIES LASTED 'TILL YOUR DEATH. THEN IT DISSOLVED.
I'LL SPEAK TO PROFESSOR XAVIER ABOUT SARA AND THE CHILDREN. HE'LL FIND A WAY TO DETERMINE THEIR GENETIC STATUS.
I WISH YOU HADN'T DONE THAT, JEAN. DID YOU BELIEVE I COULDN'T HANDLE THE STRAIN?

OR DID YOU WANT TO SPARE YOURSELF--AND ME --THE PAIN OF CONFIRMING MY FEARS?
YOU NEVER GOT THE CHANCE TO TELL XAVIER, DID YOU? TWO YEARS HAVE PASSED, AND IT'S VERY NEARLY TOO LATE --AND I... I HAVE TO FACE HIM, AND REALITY.
FUNNY-- I DON'T FEEL QUITE SO APPREHENSIVE ANYMORE. IF MY CHILDREN ARE MUTANTS, AND THEY TURN OUT TO BE A FRACTION OF THE PERSON YOU WERE, I'LL BE VERY, VERY PROUD.
I LOVE YOU, JEAN. I MISS YOU.
WHEREVER YOU ARE, I PRAY YOU'RE AT PEACE. I HOPE YOU'RE HAPPY. I THINK THAT-- SO LONG AS SOMEONE REMEMBERS YOU, WITH LOVE;-- YOU'LL ALWAYS BE PART OF OUR LIVES, THAT YOU'LL NEVER TRULY DIE.
FIN

COMPILED FROM THE FILES OF PROFESSOR X

# X-MEN DATA LOG




## ICEMAN

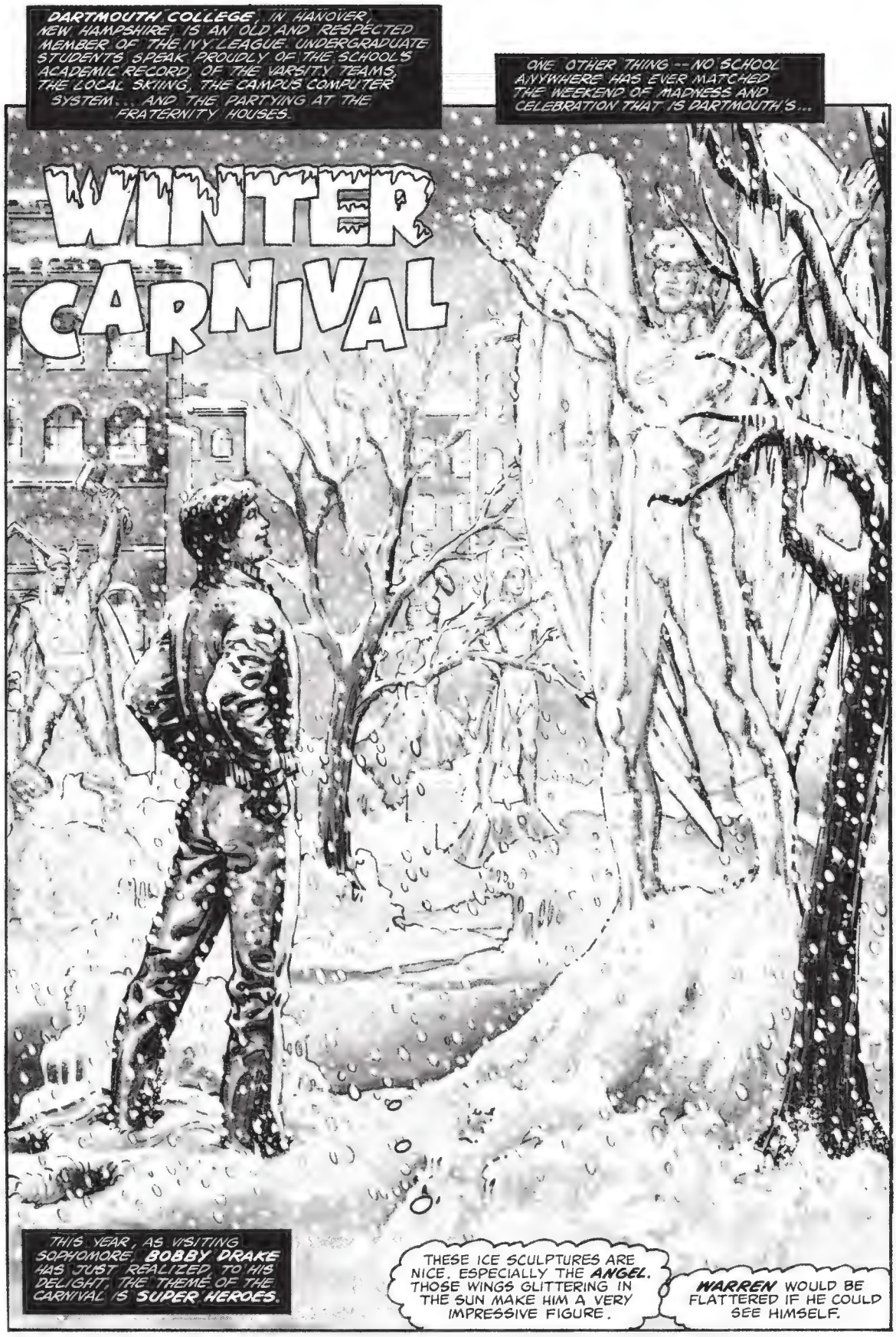
*Given Name — Robert L. Drake*
*Birthplace — Floral Park, New York*
*Parents — Robert N. & Beatrice Drake*

*POWERS--*

Cryothermic: Iceman's body chemistry is such that he is able to concentrate and freeze the moisture around him into a protective icy covering. His mental control of this "ice-generating power" is such that he can create vast sheets of ice and or snow, and form a variety of objects — such as slides, ladders, shields, etc. — all of considerable strength.

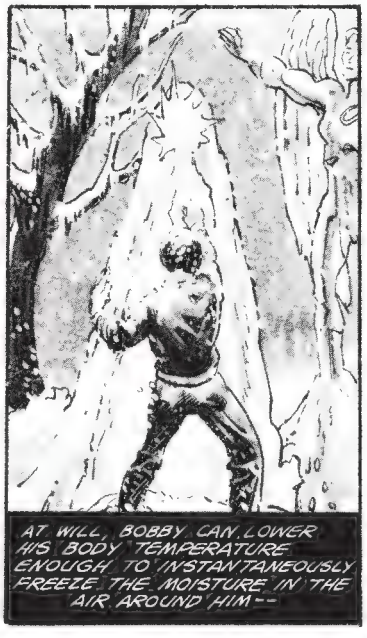
*COMMENTS--*

One of the original *X-Men* — as well as being a founding member of the short-lived *Champions* super-team — Robert is currently furthering his education at a major eastern university.


DARTMOUTH COLLEGE, IN HANOVER NEW HAMPSHIRE, IS AN OLD AND RESPECTED MEMBER OF THE IVY LEAGUE. UNDERGRADUATE STUDENTS SPEAK PROUDLY OF THE SCHOOL'S ACADEMIC RECORD, OF THE VARSITY TEAMS, THE LOCAL SKIING, THE CAMPUS COMPUTER SYSTEM... AND THE PARTYING AT THE FRATERNITY HOUSES.
ONE OTHER THING -- NO SCHOOL AYYWHERE HAS EVER MATCHED THE WEEKEND OF MADNESS AND CELEBRATION THAT IS DARTMOUTH'S...
WINTER CARNIVAL
THIS YEAR, AS VISITING SOPHOMORE, BOBBY DRAKE HAS JUST REALIZED, TO HIS DELIGHT, THE THEME OF THE CARNIVAL IS SUPER HEROES.
THESE ICE SCULPTURES ARE NICE. ESPECIALLY THE ANGEL. THOSE WINGS GLITTERING IN THE SUN MAKE HIM A VERY IMPRESSIVE FIGURE.
WARREN WOULD BE FLATTERED IF HE COULD SEE HIMSELF.

THERE ARE A LOT OF THESE FIGURES... SOME OF THEM ARE OF PEOPLE I DON'T EVEN RECOGNIZE... BUT ANGEL'S THE ONLY X-MAN, PAST OR PRESENT, IN THE LOT.
IT DOESN'T SEEM FAIR...

LIKE HIS FORMER TEAMMATES, THE UNCANNY X-MEN, BOBBY IS A MUTANT, A PERSON GIFTED WITH A UNIQUE TALENT THROUGH A QUIRK IN HIS GENETIC MAKEUP.
THERE'S NO REASON THE ICEMAN SHOULDN'T BE REPRESENTED HERE... AS LONG AS NO ONE SEES ME DO THIS...


AT WILL, BOBBY CAN LOWER HIS BODY TEMPERATURE ENOUGH TO INSTANTANEOUSLY FREEZE THE MOISTURE IN THE AIR AROUND HIM--

--AND MANIPULATE THE ICE INTO FORMS OF HIS OWN CHOOSING. IN SHORT, BOBBY DRAKE IS THE ICEMAN.
VERRY NICE! DA VINCI AND MICHELANGELO COULDN'T HAVE DONE BETTER...
OF COURSE, MAYBE IF THEY'D HAD SUCH A HANDSOME SUBJECT...

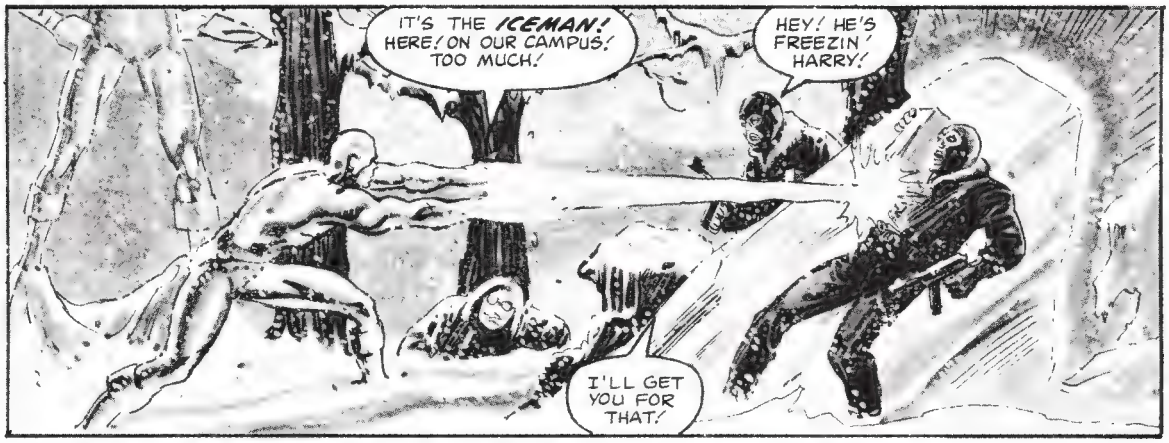
WELL, WOULD YOU LOOK AT THAT! SOMEONE WENT AND STUCK ANOTHER STATUE IN FRONT OF OUR FRAT.! THE NERVE!
OH, HI, GUYS.

I BET IT WAS THOSE ANIMALS FROM ALPHA-DELTA. IT LOOKS LIKE THEIR KIND OF SHABBY WORKMANSHIP.
DID YOU SEE WHERE IT CAME FROM, DRAKE?
SURE. IT JUST SUDDENLY GREW THERE.

OH, A WISE GUY. DO YOU KNOW WHAT WE DO TO VISITING WISE-GUYS HERE?
I DON'T KNOW ... SOMETHING LIKE--

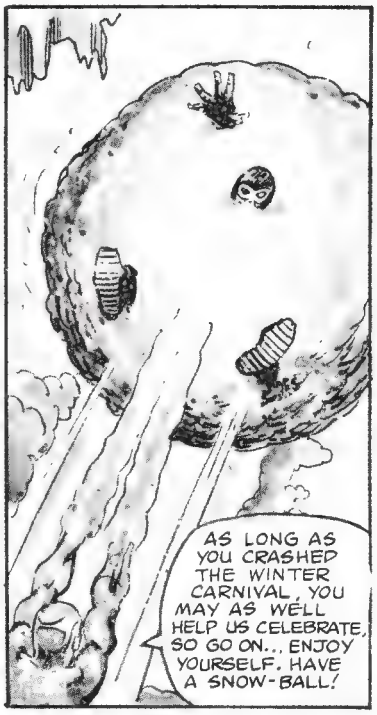
PAF
HEY, ALL RIGHT! SNOWBALL FIGHT!
YEAH! EVERYBODY AGAINST BOBBY!
YEAH! LET'S GET HIM!
FINE WITH ME!
HAH-HAH! THAT'LL TEACH YOU TO TRY A SNEAK ATTACK ON YOUR OL' PAL, FRANCIS! I'VE GOT FRIENDS!
IN POINT OF FACT, NO ONE HAS FRIENDS IN A GOOD SNOWBALL FIGHT. THERE ARE ONLY ADVERSARIES, PLENTY OF THEM, EAGER TO JOIN IN...
...WITH HIGH SPIRITS, LOTS OF SOFT, WET AMMUNITION CLOSE AT HAND. IN SHORT, HAPPY MAYHEM..
OKAY, OKAY, ENOUGH ALREADY. LET'S GIVE THE POOR BOY A BREAK. EVEN DRAKE'S GOT TO ADMIT WE'VE PUMMELLED HIM UNMERCIFULLY.
DREAM ON, PAL. I'M JUST GETTING STARTED.
COME ON, WHY DON'T YOU JUST ADMIT THE BEST MAN WON.
THE BEST MAN DID WIN-- ME.
GOOD, JUST SO IT'S SETTLED. SAY... DID YOU BRING WHAT'S HER NAME ... MARY... JERRI...?
NO, I DUMPED HER LAST SEMESTER SHE WAS TOO FICKLE.
GOOD, 'CAUSE THERE'S THIS FRESHMAN IN MY DORM WHO--!
HELP!
WHAT IN--!

STOP THOSE MEN, SOMEBODY, PLEASE!
THEY'RE STEALING COMPONENTS OF THE NEW COMPUTER SYSTEM!
UH-OH... CAMPUS FUZZ AHEAD!
GET READY TO BLAST 'EM... SET THE GUNS TO "STUN"!
FAR OUT!
BUBBA... THOSE GUYS LOOK SERIOUS!
WITNESSES! WE'D BETTER TAKE CARE OF THEM, TOO!
NO, PLEASE I--!
DON'T!
ONE WITNESS, HOWEVER, HAS MANAGED TO DUCK OUT OF THE LINE OF FIRE...
THOSE... ANIMALS! THEY'RE CUTTING DOWN EVERYONE WHO MIGHT GET IN THEIR WAY!
WHAT KIND OF PEOPLE WOULD ROB A SCHOOL ANYWAY?
THEN, THE TRANSFORMATION IS COMPLETE AND INSTANTANEOUS... BOBBY DRAKE'S OUTER CLOTHES FREEZE AND SHATTER...
...REVEALING THE FROZEN COSTUME BENEATH AS BOBBY GENERATES WAVES OF INTENSE COLD INTO THE AIR SURROUNDING HIS BODY, COATING HIS OWN SKIN WITH ICE.
WHO IS THAT?

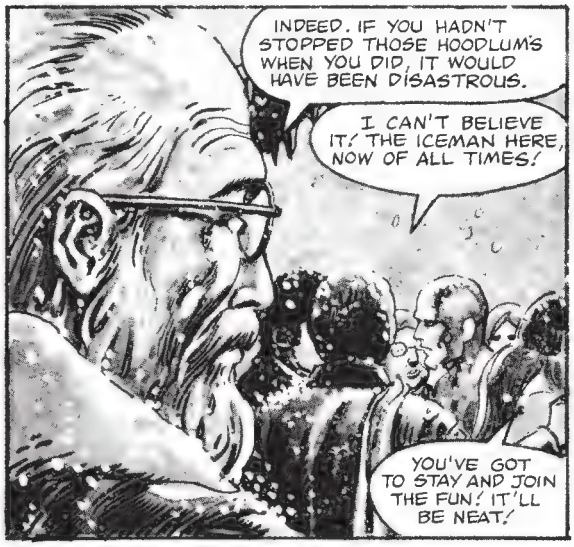

IT'S THE ICEMAN! HERE! ON OUR CAMPUS! TOO MUCH!
HEY! HE'S FREEZIN' HARRY!
I'LL GET YOU FOR THAT!

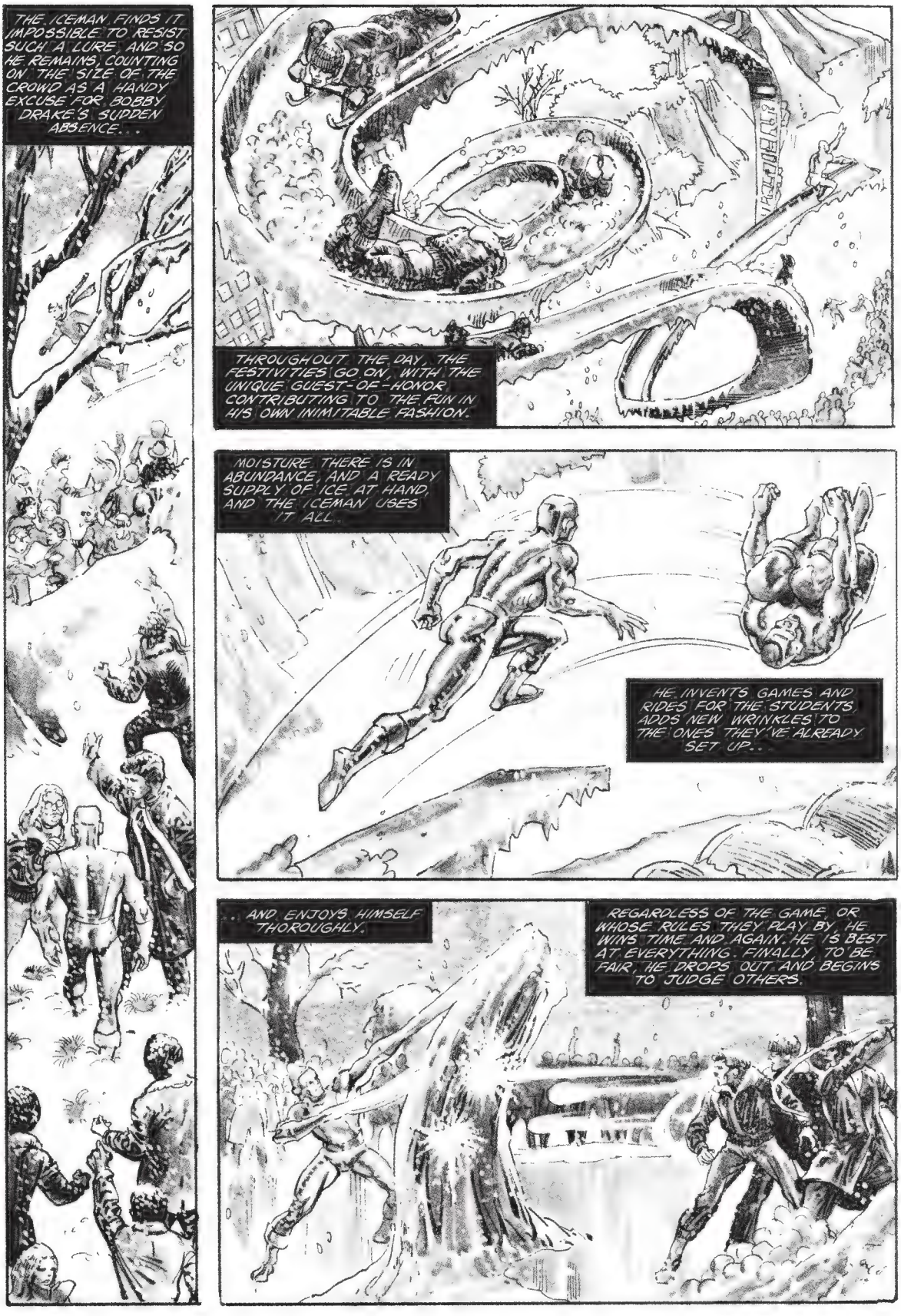
NOT AS LONG AS I CAN FORM MYSELF A SHIELD EVEN FASTER THAN I TRAPPED YOUR FRIEND, YOU WON'T!

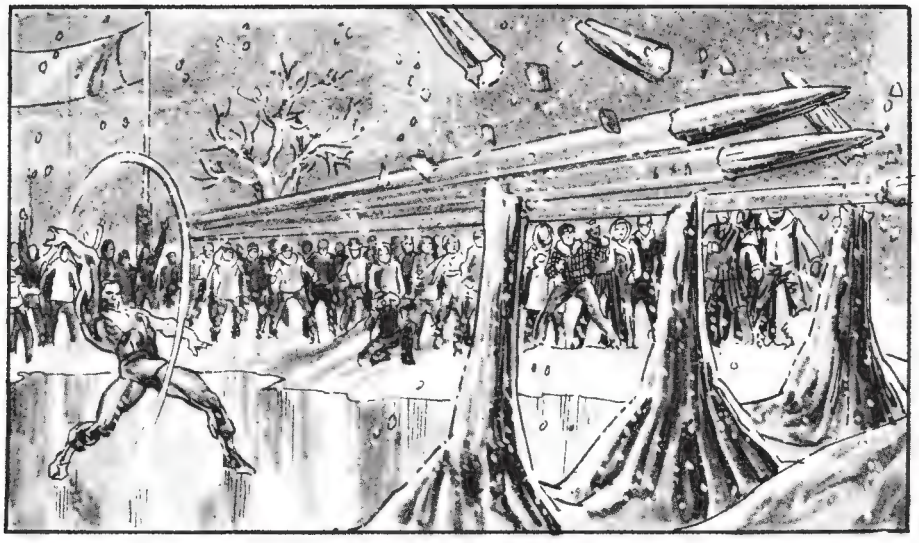
¡ACK!
IN FACT, ICE MAKES A GREAT OFFENSIVE WEAPON, AS WELL!


AS LONG AS YOU CRASHED THE WINTER CARNIVAL, YOU MAY AS WELL HELP US CELEBRATE, SO GO ON... ENJOY YOURSELF. HAVE A SNOW-BALL!

AND, AFTER THE CAMPUS REINFORCEMENTS HAVE ARRIVED...
MR....ER...
ICEMAN.
MR. ICEMAN, WE CAN'T TELL YOU HOW GRATEFUL WE ARE TO YOU. THAT NEW COMPUTER SYSTEM IS VERY IMPORTANT TO THE SCHOOL.


INDEED. IF YOU HADN'T STOPPED THOSE HOODLUM'S WHEN YOU DID, IT WOULD HAVE BEEN DISASTROUS.
I CAN'T BELIEVE IT! THE ICEMAN HERE, NOW OF ALL TIMES!
YOU'VE GOT TO STAY AND JOIN THE FUN! IT'LL BE NEAT!

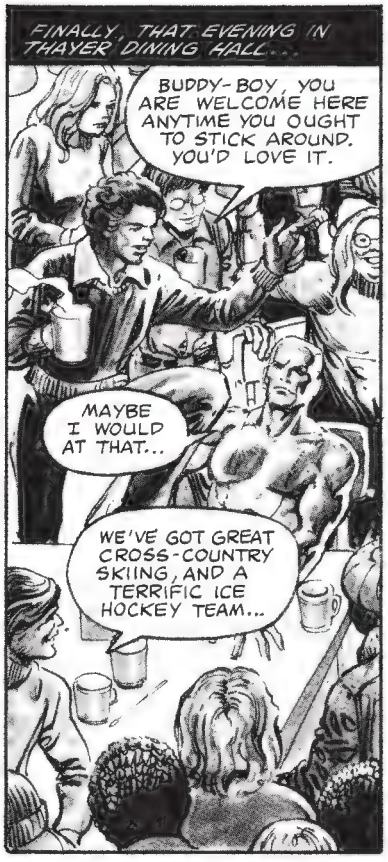

THE ICEMAN FINDS IT IMPOSSIBLE TO RESIST SUCH A LURE, AND SO HE REMAINS, COUNTING ON THE SIZE OF THE CROWD AS A HANDY EXCUSE FOR BOBBY DRAKE'S SUDDEN ABSENCE...
THROUGHOUT THE DAY, THE FESTIVITIES GO ON, WITH THE UNIQUE GUEST-OF-HONOR CONTRIBUTING TO THE FUN IN HIS OWN INIMITABLE FASHION.
MOISTURE THERE IS IN ABUNDANCE, AND A READY SUPPLY OF ICE AT HAND, AND THE ICEMAN USES IT ALL.
HE INVENTS GAMES AND RIDES FOR THE STUDENTS, ADDS NEW WRINKLES TO THE ONES THEY'VE ALREADY SET UP...
...AND ENJOYS HIMSELF THOROUGHLY.
REGARDLESS OF THE GAME, OR WHOSE RULES THEY PLAY BY, HE WINS TIME AND AGAIN. HE IS BEST AT EVERYTHING. FINALLY, TO BE FAIR, HE DROPS OUT AND BEGINS TO JUDGE OTHERS.



I DON'T BELIEVE IT! HE DID IT!

ICEMAN
ICEMAN
ICEMAN

I NEVER REALIZED UP UNTIL NOW HOW GREAT IT IS TO SOLO. FOR ONCE, I'M ALONE ... NOT GETTING LOST IN A TEAM. THESE PEOPLE ARE CHEERING FOR ME!
HE IS IN HIS ELEMENT.


FINALLY, THAT EVENING IN THAYER DINING HALL...
BUDDY-BOY, YOU ARE WELCOME HERE ANYTIME YOU OUGHT TO STICK AROUND. YOU'D LOVE IT.
MAYBE I WOULD AT THAT...
WE'VE GOT GREAT CROSS-COUNTRY SKIING, AND A TERRIFIC ICE HOCKEY TEAM...

HEY, LOOK WHO'S COMING.
MAKE WAY, KIDS. LET THE LIEUTENANT THROUGH.

ARE WE UNDER ARREST...? IF THE GUYS IN SIGMU NU ARE COMPLAINING ABOUT THAT COW WE PUT IN THEIR LIVING ROOM, I DON'T KNOW ANYTHING ABOUT IT.
RELAX, KID. I'M NOT INTERESTED IN FRATERNITY RIVALRIES. I'M JUST A VISITING ALUMNUS.
NAME'S LIEUTENANT JIMMY D'ANGELO. THE CAMPUS POLICE ASKED ME TO HELP IN THEIR INVESTIGATION OF THIS AFTERNOON'S LITTLE INCIDENT.
BY THE WAY... GOOD WORK, FROSTY.

SO KID, WHAT DID YOU SEE BEFORE YOU GOT BLASTED?
NOT A LOT. I'M AFRAID IT ALL HAPPENED TOO FAST.
WHAT WERE THE THIEVES AFTER, LIEUTENANT?

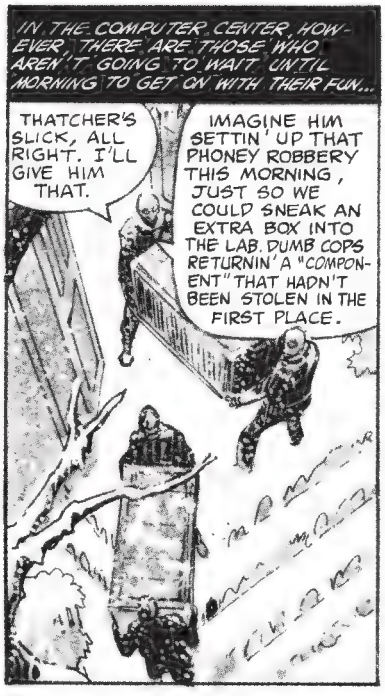
NEW COMPUTER SYSTEM--HOT STUFF. IT WAS DESIGNED BY A GUY CALLED YELLOWJACKET, A BIG-DEAL BIG APPLE SUPER HERO--
--WHO ALSO HAPPENS TO BE DR. HENRY PYM ONE OF THE WORLD'S TOP CYBERNETICS WHIZZES.

"HE SENT HIS NEW LITTLE WONDER TOY UP HERE TO BE HOOKED INTO THE MAIN COMPUTER FOR TESTING..."
"NOT TO WORRY, THOUGH. EVERYTHING THOSE GUYS CARRIED OFF IS SAFELY BACK INSIDE THE COMPUTER CENTER, WITH THE DOOR LOCKED."

HONK!
BLASTED NEW ENGLAND WINTERS.
COFFEE
DID YOU SEE THE MAN WHO SOUNDED THE ALARM?
OF COURSE. ONE OF THE MEN WHO WORKED IN THE COMPUTER LAB, WASN'T HE?
SURE. THAT IS PROFESSOR... WHATSISNAME...
DO YOU KNOW HIM, BUBBA?

SURE. I SEE HIM IN THE MATH DEPARTMENT ALL THE TIME. I'M NOT SURE WHAT HE TEACHES ... I GUESS NONE OF MY FRIENDS IS IN ANY OF HIS COURSES, BUT HE'S BEEN HERE SINCE THE TERM STARTED.
HHMMM...

NIGHT FALLS AND SO DOES THE SNOW, HOUR AFTER HOUR, COVERING UP THE FOOTPRINTS AND SIGNS OF THE PREVIOUS DAY'S MERRYMAKING, AS IF PREPARING FOR A FRESH START.


IN THE COMPUTER CENTER, HOWEVER, THERE ARE THOSE WHO AREN'T GOING TO WAIT UNTIL MORNING TO GET ON WITH THEIR FUN...
THATCHER'S SLICK, ALL RIGHT. I'LL GIVE HIM THAT.
IMAGINE HIM SETTIN' UP THAT PHONEY ROBBERY THIS MORNING, JUST SO WE COULD SNEAK AN EXTRA BOX INTO THE LAB. DUMB COPS RETURNIN' A "COMPONENT" THAT HADN'T BEEN STOLEN IN THE FIRST PLACE.

NEVER KNOWIN' THERE WAS A GUY HIDDEN INSIDE THE CRATE, ALL NICE AN' SNUG, WAITIN' TILL THINGS CLOSED DOWN SO HE COULD SHUT DOWN THE ALARM AND UNLOCK THE DOOR FOR US.
BE QUIET, YOU MORON.

DO YOU WANT THE WHOLE WORLD TO HEAR ABOUT IT?

KEEP YOUR BEARD ON, THATCHER. NO ONE'S GONNA HEAR YOU. EVERY KID ON THIS CAMPUS PROBABLY CRASHED HOURS AGO.
NATURALLY. THAT'S WHY THIS IS THE PERFECT TIME TO STRIKE.

PROFESSOR THATCHER AND HIS MEN SKULK ALONG, CARRYING THEIR BOOTY DOWN FRATERNITY ROW...

LOOK AT THEM ALL... JUST FIGURES IN ICE.

WATCHING US... IMPOTENT... HELPLESS TO STOP US... MERE FIGURINES...

IF THIS WERE NEW YORK, THERE'D BE REAL SUPER HEROES... HEROES EVERY-WHERE... WE'D TRIP OVER THEM, THERE'D BE SO MANY IF WE EVER TRIED TO COMIT A CRIME THERE...

I COULD NEVER HAVE STOLEN PROFESSOR PYM'S PROCESS IN NEW YORK, NO BUT I WAS CLEVER...

I WAITED TILL HE SENT IT UP HERE TO THE MIDDLE OF NOWHERE, WITH NO SUPER HEROES...

NO AVENGERS, NO FANTASTIC FOUR, NO ANGEL, NO SPIDER-MAN ... NO ICEMAN...

?

SAY... AM I MISTAKEN... OR DID WE JUST WALK PAST *TWO* STATUES OF THE...?

ICEMAN!

SURPRISE!

PLEASE, BE REASONABLE, I SUFFER FROM CHILBLAINS.

OH, NO!

DON'T STAND THERE MOANING, YOU IMBECILE. USE THE BLASTER I GAVE YOU.

WRONG.
RIGHT.
HEY...THAT ICE IS SO THICK WE CAN'T BLAST OUR WAY THROUGH IT. OUR GUNS DON'T HAVE THE POWER.
Y'KNOW, THIS IS FUN! I NEVER REALIZED HOW NEAT IT COULD BE TO SOLO...
NO TEAM-MATES TO WORRY ABOUT, AND MY KIND OF CLIMATE, TOO!
MAYBE I SHOULD THINK ABOUT TRANSFERING HERE.
THAT POOR GUY'S HAVING SO MUCH TROUBLE MOVING THROUGH THE SNOW, I COULD PROBABLY CATCH HIM JUST BY RUNNING AFTER HIM...
BUT IT'S A LOT MORE FUN TO LET AN ICE-SLIDE DO MY WORK FOR ME.
YOWLP!
SO YOU THINK YOU CAN MAKE FOOLS OF ME AND MY MEN, DO YOU?
FROM THE SOUND OF THINGS, YOU WERE HALFWAY THERE BEFORE I ARRIVED.
WHAT--?!
THOSE BLASTERS WHOSE EFFECTS YOU'VE BEEN SO CASUALLY SHRUGGING OFF ARE MY OWN CREATION... AND THEY ARE MERE TOYS COMPARED TO THE ONE I'VE CONCEALED IN MY CANE...
... WHOSE EFFECT YOU SHALL NOW FEEL.

FAREWELL, ICEMAN!
NOW, TO BE ON MY WAY, WHILE I STILL HAVE PYM'S BLUEPRINTS IN MY POCKETS.
THAT WAS TOO MUCH... TOO MUCH...
I CAN'T GO ON...
HE'S GETTING AWAY.
I'VE GOT TO STOP HIM...
:UUUHHNN: INSIDES FEEL LIKE THEY'D BEEN ...PULPED.
BUT I CAN'T BE BEATEN LIKE THIS ...I CAN'T...
I'VE GOT TO GET UP AND GET AFTER HIM...
WITH A CRY, THAT IS AS MUCH OF DETERMINATION AS OF PAIN, BOBBY DRAKE SUMMONS UP ALL OF HIS WILL...
...AND ICE FORMS AROUND ALL HIS LIMBS AGAIN.

THAT'S ONE FOR THE BOOKS, ANYWAY-- NEVER GET TOO CHUMMY WITH THE OPPOSITION TILL YOU KNOW WHAT HE'S GOT IN HAND...
OR UP HIS SLEEVE.
LOOKS LIKE THATCHER ISN'T MAKING VERY GOOD TIME IN ALL THIS SNOW.
WHAT, YOU AGAIN? VERY WELL...
WHERE ONE BLAST FAILED TO DESTROY YOU, TWO MAY DO THE TRICK.
NO, THANK YOU VERY MUCH.
WHERE'D THATCHER RUN OFF TO NOW? OH, I SEE.
MAYBE I'D JUST BETTER PULL A STRATEGIC RETREAT AND GET OUT OF THE LINE OF FIRE.
HE'S GONE DOWN THE SKI SLOPE.
HOW VERY OBLIGING OF HIM.

THE ICEMAN IS SO FRIGHTENED OF MY BLASTER CANE THAT HE ISN'T EVEN COMING AFTER ME.
AND WITH THIS HEAD START, HE'LL NEVER CATCH UP--NEVER!
WANNA BET?
HEY, THATCHER--
--WHAT ARE THE ODDS ON YOU HITTING A MOVING TARGET?
WOOSH
JUST AS I THOUGHT--NOT VERY GOOD.
HEY, WHAT'S HAPPENING?
WE HEARD ALL THAT NOISE, DECIDED TO COME OUT AN' JOIN YOUR PARTY.
UNLESS YOU'D RATHER COME INSIDE AN' JOIN OURS.
STUDENTS: BUT I... I DON'T...
I DON'T BELIEVE IT... FRANCIS, BUBBA, AMY, AND BLAIR!
GET AWAY FROM ME, YOU--!
C'MON, MAN. COOL OUT! HIC! HAVE A BREW.
WE GOT A WHOLE CASE INSIDE.
BUT, FRANCIS, THOSE ARE WARM.
SO WHAT? ICEMAN'LL OBLIGE. HE'S A COOL GUY.

ALL RIGHT, ICEMAN. I'M WARNING YOU... I'VE SET OFF A CHAIN REACTION IN THIS BLASTER. UNLESS YOU LET ME LEAVE NOW, WITH THE PLANS...
I SHALL LET IT BUILD TO CRITICAL MASS. THE ENSUING EXPLOSION WILL KILL US ALL!
STOP... WAIT... WHAT ARE YOU DOING?
I HAVEN'T GOT TIME TO FIGURE OUT HOW THIS BLASTER WORKS, SO I BETTER JUST GET IT OUT OF HERE, FAST!
YOU CAN'T CONTAIN THE BLAST THAT WAY!
DESPERATELY, AS FAST AS HE IS ABLE, THE ICEMAN CREATES MORE AND MORE ICE FROM HIS FINGERTIPS FORCING THE FROZEN COLUMN THAT CONTAINS THE BLASTER EVER HIGHER AWAY FROM THE STUDENTS ...UNTIL...
FAR OUT.
BLUA-THOOM

NOT A BAD JOB AT ALL, BOBBY-BOY!
LOOKS LIKE DAWN CAME A LITTLE EARLY TODAY...
OR MAYBE DARTMOUTH JUST GOT HERSELF A NEW STAR...
YOU CAUGHT HIM RED HANDED, PLANS AN' ALL. GOOD WORK. WHAT PUT YOU ON TO HIM?
IT WASN'T HARD TO FIGURE... A ROBBERY THAT WAS OBVIOUSLY ENGINEERED TO FAIL... A SO-CALLED PROFESSOR THAT NO ONE ON THE FACULTY EVER HEARD OF.
I WONDER IF IT'S TOO LATE IN THE WEEKEND FOR ME TO MEET THAT FRIEND OF FRANCIS'S...
COCKY PUNK.
END
GUESS WHAT.! > < YOU SAVED OUR COMPUTER FOR US. THIS CALLS FOR A CELEBRATION.
ICEMAN, YOU ARE OKAY WITH US.
THANKS.
YEAH. SO HOW COME, IF YOU'RE SO GREAT--
--I NEVER HEARD OF YOU?
WHAT--?!
I...GUESS IT'S BECAUSE I'VE ALWAYS BEEN OVERSHADOWED BY MY TEAM-MATES.
YOU WILL BE HEARING FROM ME, LIEUTENANT, FROM NOW ON. A LOT. COUNT ON IT.

COMPILED FROM THE FILES OF PROFESSOR X

# X-MEN DATA LOG

NIGHTCRAWLER

**NIGHTCRAWLER**

Given Name — Kurt Wagner

Birthplace — Unknown... believed to be within the borders of Bundesrepublik Deutschland (Federal Republic of Germany)

Parents — Identity of natural parents unknown

POWERS--

Teleportational & Acrobatic: Nightcrawler is able to teleport himself and a small amount of mass through three-dimensional space; maximum range: approximately ten kilometers. He possesses astounding speed and agility, and — due to the unusual gripping power of his hands and feet — is able to scale sheer walls. His tail is prehensile.

COMMENTS--

A foundling, Kurt was raised by the gypsy-queen — and sorceress supreme — Margali Szardos, and grew up as a member of a small provincial travelling circus.

His teleporting is, unfortunately, accompanied by a sulfurous discharge.

# "Show me the way to go home..."

WITNESS A RARITY. A QUIET AFTERNOON AT PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS. THE PUPILS ARE ALL YOUNG ADULTS OF VARIOUS NATIONALITIES. IN ADDITION, THEY ARE ALL MUTANTS, EACH ONE POSSESSED OF A SPECIAL TALENT OR ABILITY CAUSED BY A UNIQUE FACTOR IN HIS OR HER GENETIC MAKEUP.
IN SHORT, THEY ARE THE UNCANNY X-MEN, THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME.
I DON'T GET IT, I JUST DON'T SEE THE POINT OF WATCHING A MOVIE WHEN YOU'VE ALREADY SEEN IT SO OFTEN YOU KNOW ALL THE DIALOGUE BY HEART. ESPECIALLY NOT WHEN THE HERO ACTS LIKE SUCH A WIMP.'
IT'S MY FAVORITE FILM, WOLVERINE.
CHIPS
HIS BATH WAS TEPID! POOR LOLITA-- I FEAR HER WEDDED LIFE WILL BE THE SAME!
IT IS SO INTERESTING!

THIS ZORRO... HE IS A DEFENDER OF THE WORKERS, THE PROLETARIAT, JUST LIKE THE HEROES OF THE REVOLUTION IN MY NATIVE RUSSIA!
VREEEEE
IT SOUNDS LIKE CEREBRO!
Vas--?
BUT, STORM, CEREBRO IS THE ONLY MACHINE THE PROFESSOR USES TO LOCATE OTHER MUTANTS. IT'S NEVER MADE A NOISE LIKE THAT BEFORE!
IT SOUNDS URGENT!
BAMF
VRE
NIGHTCRAWLER, YOU'D BETTER TELEPORT AHEAD AND... OH, NEVER MIND.
EEEEEEEEEE
AND, INSTANTANEOUSLY IN ANOTHER PART OF THE MANSION...
USEFUL, SOMETIMES, BEING A TELEPORTER.
NOW WHAT IS THIS ALL ABOUT?
AND, WHEN THE OTHER X-MEN FINALLY REACH THE COMPUTER ROOM...
WELL, WHAT'S WRONG?
IT IS INCREDIBLE! CEREBRO HAS DETECTED A HALF A MUTANT!
HALF A MUTANT?
CEREBRO SAYS THERE IS HALF A MUTANT... IN A PLACE CALLED POUGHKEEPSIE. IS THERE REALLY A CITY WITH SUCH A NAME? Unglaublich!

SHORTLY, AS THE X-MEN ARRIVE IN ONE OF THEIR PRIVATE AIRCRAFT, THEY LEARN THAT CEREBRO WAS ACCURATE IN BOTH THE NAME OF THE CITY... AND IN THE PERCENTAGE OF A MUTANT THEY'D FIND THERE...
IT... LOOKS LIKE THE VANISHER!
PART OF HIM, ANYWAY.

WHAT IS THAT BLACKNESS? AND WHERE IS THE REST OF HIM?
BEATS ME. WISH EVERYONE WE FOUGHT ENDED UP LIKE THAT, THOUGH.
MONTHS AGO, AFTER HIS DEFEAT AT THE HANDS OF THE NOW DISBANDED CHAMPIONS TEAM, THE VANISHER TRIED TO ESCAPE BY HIS OWN STYLE OF TELEPORTATION. THE HEROINE DARKSTAR STOPPED HIM LITERALLY HALFWAY, USING HER MYSTERIOUS POWER, THE DARKFORCE.

AT LONG LAST, MILES AWAY, THE REST OF THE VANISHER HAS REAPPEARED.
BE CAREFUL, NIGHTCRAWLER. DON'T TOUCH HIM.
BUT I ONLY WANT TO--!

TAKE TWO MUTANTS WHO ARE TELEPORTERS, ADD A LOW DENSITY ENERGY FIELD OF UNKNOWN ORIGINS...
...AND STAND BACK.
BAMF!
IT'S CLEAR OVER ON THE OTHER SIDE OF TOWN!
WHAT WAS THAT?!
THAT DOES IT! I'M MOVIN BACK TO JERSEY.

SURROUNDED BY THE ROILING MASS OF DARKFORCE, THEY ARE FLUNG ACROSS THE DIMENSIONAL BARRIERS, BURSTING THROUGH MYRIAD REALITIES...

WHAT IS HAPPENING?

IMAGES FLASH BY AROUND THEM, REFLECTING PROBABILITIES. THE BEINGS THEY MIGHT HAVE BEEN, HAD THEY COME FROM ONE OF THESE OTHER UNIVERSES, INSTEAD OF THEIR OWN.

HOW SHOULD I KNOW?

THEY ARE PASSING THROUGH EVERYWHERE... AND NOWHERE.

UNTIL, AT LAST, COMES THE MOMENT OF SEPARATION...
...AND LANDING.
:OOF:
OH, MY ACHING BACK!
YA6--?!
AUGH
WHERE AM I?
AND WHERE DID THE VANISHER GO?
HOW AM I GOING TO GET BACK HOME?
OR AT LEAST TO POUGHKEEPSIE?
HI, THERE, HANDSOME!
ON THE OTHER HAND, IT WOULD NOT BE SUCH A BAD THING IF I STAYED HERE AWHILE.
YOU KNOW HE'S REALLY CUTE!
I DON'T SUPPOSE YOU'D LIKE A JOB AS A GOD OR A KING OR ANYTHING, WOULD YOU?
WE'VE GOT AN OPENING FOR ONE.

GODHOOD... ME? JUST LIKE THAT?
SURE! AS YOU MAY HAVE NOTICED, MALES ARE AT A PREMIUM AROUND HERE. WE MAKE THE MOST OF THEM WHEN WE GET THEM.
LOVE THE TAIL.
LIEBCHEN, I'D LOVE TO STAY AND BE YOUR GOD, BUT SOONER OR LATER I'LL HAVE TO GO...
POOT
I WENT "POOT"! I DIDN'T GO "BAMF"! I DIDN'T TELEPORT!
POOT? YOU'LL HAVE TO GO "POOT"?
I'M TRAPPED HERE!
AND, NOT TOO FAR AWAY...
AND WHERE IS HE?
MMMMMMPh! WHERE DID THAT BLUE-FURRED IDIOT LAND ME?
AROOOO
HEY! LOOK OVER THERE!
OH, MY GOD! WHO ARE THEY! THERE ARE MORE OF THEM THAN THERE ARE OF ME!
Meep!
WANNA MAKE HIM OUR GOD?
I DON'T KNOW... HE'S AWFULLY SMALL.
BEGGARS CAN'T BE CHOOSERS. LET'S MAKE THE MOST OF HIM.
STAY BACK, ALL OF YOU! I AM THE VANISHER... er... THE GREAT AND POWERFUL VANISHER...
I WILL BROOK NO FAMILIARITY... OR THREATS... OR ATTEMPTS TO HURT ME...
IF YOU DARE TO TEMPT MY WRATH, I'LL... I'LL...

PUT
I DON'T GET IT.
YUP! I'M STILL HERE!
NO FAIR! THIS IS DARKSTAR'S DOING! THE DARKFORCE IS STILL CANCELLING OUT MY TELEPORTATION POWERS!
GEE-- THAT WAS A FUNNY NOISE!
CORRECT! AND THAT'S NOT ALL I CAN DO, EITHER!
OOGA
DARKSTAR COULD MAKE THIS STUFF INTO WEAPONS AND THINGS... IF I CAN ONLY REMEMBER HOW...
AHA!
NOW, STAND BACK, OR YOU'LL TASTE THE CUTTING EDGE OF MY--
...MY... ...MY... ...UM...
WHAT'S MORE THIS STUFF IS GREAT FOR GETTING LAUGHS AT PARTIES. heh.. heh...
MOTHER.
COME ON, YOU'LL ENJOY GODHOOD. THE WORKING CONDITIONS ARE GREAT.
SO'S THE PAY.
I STILL DON'T GET IT!
DOESN'T MATTER. HE WON'T LAST LONG. THEY NEVER DO.

AND..
YOU MEAN YOU REALLY MAKE EVERY MAN WHO LANDS HERE INTO YOUR GOD AND KING?
OF COURSE. WE HAVE A ROTATING THEOCRATIC MONARCHY WITH A HIGH TURNOVER IN FIGURE-HEADS...
THERE ARE NO MALES NATIVE TO THIS PLANET, AND WE HAVE TO KEEP THE POPULATION UP...
YAY, GOD!
SURELY YOU CAN UNDERSTAND THE CLASSIC CRAVING OF THE PRIMITIVE CULTURE FOR RELIGION.

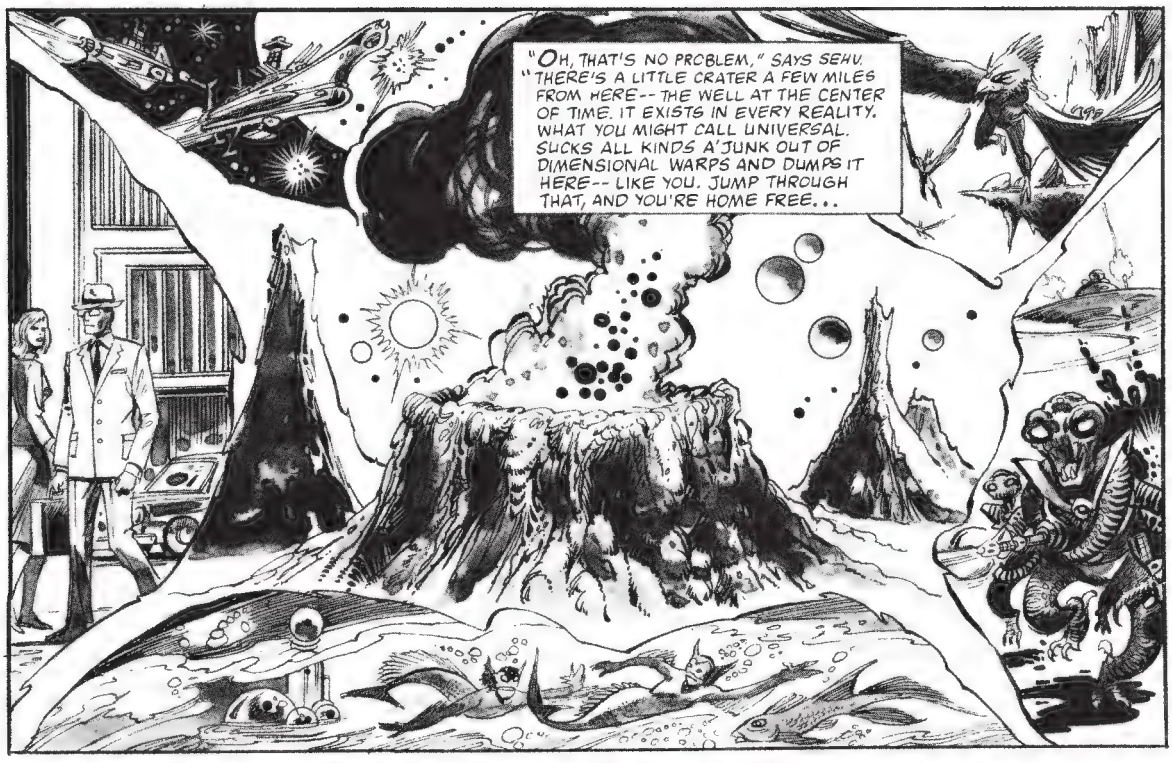
A HIGH TURNOVER RATE, HUH? HOW MANY GODS HAVE YOU HAD?
A FEW. THEY COME AND THEY GO.

COME FROM WHERE? GO HOW?
I BET THE ORACLE KNOWS.
WE DON'T KNOW.
YOU HAVE AN ORACLE? NOW THAT I'D LIKE TO SEE!
OKAY. YOUR WISH IS OUR COMMAND

SKREEK SKREEK SKREEK...
OOGA
WHAT ARE ALL THOSE SOUNDS?
COME ON. THE CAVE OF THE ORACLE IS THIS WAY!

ORACLE
IT'S IN THERE!
I'D NEVER HAVE GUESSED.
SHOULD WE JUST GO BARGING IN LIKE THIS? EVEN A TEMPORARY GOD HAS GOT TO HAVE SOME MANNERS, YOU KNOW...
OH, NO! THE ORACLE LOVES AUDIENCES! SHE THRIVES ON THEM!
MAYBE IF I PETITION FOR AN AUDIENCE...
MEIN GOTT!
I SEE WHAT YOU MEAN!
OH, WELL. MIGHT AS WELL GET IT OVER WITH, I SUPPOSE...
THERE IS NOTHING WRONG WITH YOUR SET
WELL, JUNIOR, WHAT ARE YOU STARIN' AT? SAY SOMETHIN'! CAT GOT YER TONGUE?
Uh... uh... uh...
WHAT'SAMATTER? PICTURE AIN'T IMPRESSIVE ENOUGH FOR YA? LISTEN, I'M SEHV, TOUGHEST OL' ORACLE YOU'LL EVER MEET, AN' IF YOU GIVE ME ANY GRIEF, I'LL PUT SUCH A CURSE ON YA, YOU'LL WISH YOU'D NEVER BEEN BORN!

GOT IT? GOOD.
NOW, WHAT CAN I DO FOR YOU?
NIGHTCRAWLER EXPLAINS HIS SITUATION, AND..


"OH, THAT'S NO PROBLEM," SAYS SEHV. "THERE'S A LITTLE CRATER A FEW MILES FROM HERE-- THE WELL AT THE CENTER OF TIME. IT EXISTS IN EVERY REALITY. WHAT YOU MIGHT CALL UNIVERSAL. SUCKS ALL KINDS A'JUNK OUT OF DIMENSIONAL WARPS AND DUMPS IT HERE-- LIKE YOU. JUMP THROUGH THAT, AND YOU'RE HOME FREE...

...SO LONG AS YOU LEAVE WITH EVERYTHING YOU ARRIVED WITH. TRY TO LEAVE SOMETHING BEHIND, OR TAKE SOMETHING EXTRA...
...AND NOT EVEN I CAN GUESS WHERE YOU MIGHT END UP!
DANKE SCHOEN.

NOT SO FAST, GAINSBOROUGH.' ONE MORE THING BEFORE YOU BUG OUT.. SOME FREE ADVICE.
THIS IS A GREAT DIMENSION, BUT IT HAS A FEW DRAWBACKS.
IF YOU'RE SMART YOU'LL WATCH YOUR TAIL TILL YOU GET SAFELY HOME.

VAS..? WAS SHE JUST SHOWING OFF, TRYING TO SEND ME OFF ON A PORTENTOUS NOTE...
...OR, IS SOMETHING REALLY WRONG HERE?

DAYS LATER, AND MILES AWAY...
ME AND BEAUTIFUL WOMEN--I LOVE IT!
ANYTHING ELSE WE CAN DO FOR YOU, YOUR MAGNIFICENCE?
NOT RIGHT NOW, MY DEAR. DON'T WORRY, I'LL THINK OF SOMETHING.

SUPPOSE YOU WERE A PETTY THUG... A LITTLE MAN WITH A UNIQUE TALENT THAT HAS ALWAYS BEEN PUT TO EVIL USES... SUPPOSE YOU WERE GRANTED GODHOOD. WHAT WOULD YOU DO?
NOT BAD... NOT BAD AT ALL... I WONDER IF THERE'S A FENCE ON THIS PLANET.
AH, WELL... SOME HABITS ARE HARD TO BREAK

VANISHER!
GAAHH--!

OH, IT'S ONLY YOU. YOU SCARED ME HALF TO DEATH! HOW DID YOU PULL THAT STUNT, APPEARING OUT OF THE SHADOWS, ANYWAY?
WHAT, THAT OLD TRICK? I'VE BEEN DOING IT FOR YEARS.

AND I'VE BEEN LOOKING FOR YOU FOR DAYS. I WANT TO GO HOME--OR EVEN BACK TO POUGHKEEPSIE--AND I CAN'T GET THERE WITHOUT YOU.
TOUGH! I DON'T WANT TO GO!
THEN I'LL HAVE TO USE FORCE!

F-FORCE...?
GIRLS, HELP! SAVE ME!

OH, THAT'S THE TROUBLE WITH BEING A GOD--YOU HAVE TO DO EVERYTHING YOURSELF!
YOU'LL NEVER GET ME THAT WAY, MEIN FREUND! BEFORE THE X-MEN RECRUITED ME, I WAS A CARNIVAL ACROBAT!
AHA! SWORDS, eh? SWASHBUCKLING? NOW YOU'RE TALKING MY LANGUAGE!
en GARDE!
ZUT ALORS!
CAFE au LAIT!
TALLY HO!
BOOP
OW!
OW!

ALL RIGHT... ALL RIGHT, NOW YOU'VE DONE IT! YOU'VE MADE ME MAD!
IT WILL TAKE MORE THAN TUPPERWARE® TO STOP ME!
I'M DETERMINED!
ME, TOO!
ALSO, I'M LEAVING
THEY DON'T CALL ME THE VANISHER FOR NOTHING!
COME BACK HERE, YOU COWARD!
GOD, YOU MUSN'T GO OUT AFTER DARK IT'S DANGEROUS!
:Sigh: OH, WELL... I NEEDED THE EXERCISE ANYWAY!
HEE-HEE! HE'LL NEVER CATCH ME--

--NOW!
OW! OW! OW!
LEGGO! NO FAIR! FOUL! OFF-SIDES!
NOW, MEIN HERR, ARE YOU COMING WITH ME, OR DO I HAVE TO GET TOUGH?
I'LL COME! I'LL COME! DON'T HURT ME!
I CAN'T STAND PAIN!
VREET MOOOO
GOOD. THEN LET'S BE ON OUR WAY BEFORE ANY OF YOUR SUBJECTS GET SILLY IDEAS ABOUT DEFENDING YOU.
OH, NEVER MIND US. IT WAS FUN WHILE IT LASTED, BUT WE'LL GET OVER THE LOSS.
BE CAREFUL.
COME BACK AGAIN, UNLESS YOU GET KILLED!
LATER...
THERE IT IS! THAT LITTLE HOLE IS OUR TICKET HOME!
OH, NO! YOU CAN'T EXPECT ME TO JUMP INTO THAT!
I'M PHILOSOPHICALLY OPPOSED TO DYING!
FRANG
WACKA WACKA
OOGA

AND MAYBE I DON'T HAVE TO... I'LL TRY USING THE DARKFORCE AGAIN!..
ALL I NEED TO CONTROL IT IS GREATER EXERTION OF WILLPOWER & MENTAL ENERGY!
OOGA
WELL, NIGHTCRAWLER, LOOKS LIKE I'VE GOT THE UPPER HAND NOW!
OW!
OOPSIE!
I COULDN'T HOLD THE HAND! MY WILL WASN'T STRONG ENOUGH!
S-SAY YOU'RE NOT MAD AT ME FOR DROPPING YOU, ARE YOU?
NOT MAD AS I WILL BE IF YOU TRY ANY MORE FOOLISH STUNTS!
OH, YEAH? EAT THIS!
CLEEPLE
I DID IT! I DID IT! I OBLITERATED HIM!

OOGA!
HUNH?
YOO-HOO, VANISHER! DON'T WORRY ABOUT ME!
THIS DARKFORCE IS AMAZING! IT'S LIKE A POOL OF SHADOW! I FELL RIGHT THROUGH IT!
MAYBE YOU'D BETTER PUT THIS BACK INTO YOUR SUIT. I DON'T THINK YOU CAN AFFORD TO LOSE ANY MORE!
THE FABRIC IS WEARING PRETTY THIN.
OOGA!
AAAIIEE!
MEIN GÖTT!
OOGA!
OOGA!
SO THAT'S WHAT WAS MAKING THOSE NOISES!
COME ON, YOU IDIOT!
OOGA!
JUMP!
ME FIRST! I'M SCAREDIST!

AGAIN THE DARKFORCE SEETHES AROUND THEM, UNTIL, AT LAST, IT IS EXHAUSTED, AND...
NIGHTCRAWLER!
Oh, No.
FANTASTISCH! WE LANDED WHERE WE LEFT... AND WHEN WE LEFT, AS WELL!
STAND BACK, X-MEN! I WARN YOU, I'M... I'M...
...I'M NAKED!
FWK
NIGHTCRAWLER, WE'D LIKE AN EXPLANATION. CAN'T YOU TELL US WHERE YOU'VE BEEN?
PARADISE, STORM, PARADISE. AND SOMEDAY, I'M GOING BACK!
BUT, RIGHT NOW, I'M GOING--
BAMF
END.

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